

Dennis S. Faulkner

Jason A. Rae

**LAIN, FAULKNER & CO., P.C.**

400 N. Saint Paul, Suite 600

Dallas, TX 75201

Telephone: (214) 720-1929

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***Chief Restructuring Officer and  
Additional Personnel***

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

IN RE:	§	Chapter 11
	§	
GUARANTY FINANCIAL GROUP INC.,	§	CASE NO. 09-35582-bjh
<i>et al.</i> ,	§	(Jointly Administered)
	§	
Debtors.	§	HEARING DATE AND TIME:
	§	

**FEE APPLICATION COVER SHEET**

**Fee Application:** Third Interim

**Applicant:** Lain, Faulkner & Co., P.C.

**Time Period:** April 1, 2010 through September 30, 2010

**Capacity:** Chief Restructuring Officer and Additional Personnel

**Retainer Received:** None

**Interim Amount Requested to Allow:** Fees: \$ 87,494.25

Expenses 4,958.25

**Amount Requested to Pay:** \$ 92,452.50

Amounts Previously Requested Fees: \$ 177,747.75

Expenses 1,396.07

**Amounts Previously Paid:** \$ 179,143.82

**HOURLY RATES**

Total Professional Billed Hours:	246.10
Total Paraprofessional Billed Hours:	10.20
Total Number of Hours:	256.30

Highest Professional Rate:	\$425.00
Lowest Professional Rate:	\$212.50
Blended Professional Rate:	\$352.94
Highest Paraprofessional Rate:	\$150.00
Lowest Paraprofessional Rate:	\$80.00
Blended Paraprofessional Rate:	\$62.40

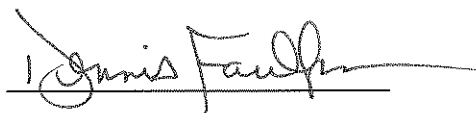
(Blended rate includes time captured but not billed which results in blended rate being less than lowest rate – see Exhibit C)

**EXPENSES**

Copies (in-house)	\$65.60
Courier Service	86.46
Lodging	643.33
Meals	443.84
Other (PACER)	61.36
Parking & Tolls	75.00
Postage/Overnight Delivery	142.09
Telephone	25.37
Transportation	<u>3,415.20</u>
	<u>\$4,958.25</u>

Dated: October \_\_, 2010

By:



Dennis S. Faulkner  
Jason A. Rae

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Dallas, TX 75201  
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***Chief Restructuring Officer and  
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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

IN RE:	§	Chapter 11
	§	
GUARANTY FINANCIAL GROUP INC.,	§	CASE NO. 09-35582-bjh
<i>et al.</i> ,	§	(Jointly Administered)
	§	
Debtors.	§	HEARING DATE AND TIME:
	§	

**THIRD INTERIM APPLICATION OF DENNIS FAULKNER AND  
LAIN, FAULKNER & CO., P.C., CHIEF RESTRUCTURING OFFICER AND  
ADDITIONAL PERSONNEL FOR THE DEBTORS, FOR ALLOWANCE  
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

DENNIS FAULKNER and LAIN, FAULKNER & CO., P.C. (collectively, the “Applicant”), Chief Restructuring Officer and Additional Personnel for Guaranty Financial Group Inc., Guaranty Group Ventures Inc., Guaranty Holdings Inc. I, and Guaranty Group Capital Inc. (collectively, “Guaranty” or the “Debtors”), files this Third Interim Application for the period April 1, 2010 through September 30, 2010 (“Application Period”) for Allowance of Compensation and Reimbursement of Expenses Advanced (the “Application”).

1. This Court has jurisdiction over the subject matter of this Application pursuant to the provisions of 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). This Application is filed pursuant to 11 U.S.C. §§ 330, 331 and 503(b)(2) and Rule 2016 of the Federal Rules of Bankruptcy Procedure.

2. On August 27, 2009 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under Chapter 11 of the U.S. Bankruptcy Code, 11 U.S.C. §101, et seq.

3. No trustee, examiner or committee has been appointed in these Chapter 11 cases.

4. The Debtors continue in possession of their property and continue to operate and manage their business as debtors in possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code.

5. The Debtors filed their Application Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for Authorization to (A) Employ and Retain Lain, Faulkner & Co., P.C. to Provide the Debtors a Chief Restructuring Officer and Additional Personnel, and (B) to Designate Dennis Faulkner as the Chief Restructuring Officer for the Debtors *Nunc Pro Tunc* to the Petition Date on August 27, 2009 [Docket No. 8]. On November 20, 2009 the Court entered an order authorizing the Applicant's retention as Chief Restructuring Officer (and providing additional personnel) to the Debtors [Docket No. 122] (the "Retention Order"). Although the Applicant was retained under section 363(b) of the Bankruptcy Code, the Retention Order provides that the Applicant shall be compensated in accordance with the requirements of sections 330 and 331 of the Bankruptcy Code, and accordingly the Applicant submits this Application. A true and correct copy of this Order is attached hereto as Exhibit "A." Attached as Exhibit "B" are brief resumes of the personnel involved in this engagement for whose services compensation is being sought.

6. During the Application Period, Applicant has provided professional management, accounting and financial consulting services for the Debtors pursuant to § 330 and 331 of the United States Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure and makes this Application for the award of reasonable compensation and reimbursement of reasonable and necessary out-of-pocket expenses.

7. Applicant filed its first interim application on December 4, 2009 requesting fees in the amount of \$126,178.25 and expenses in the amount of \$1,153.11 for a total of \$127,331.36. These fees were approved on December 29, 2009 and paid on December 31, 2009.

8. Applicant filed its second interim application on May 28, 2010 requesting fees in the amount of \$51,569.50 and expenses in the amount of \$242.94 for a total of \$51,812.44. These fees were approved on July 21, 2010 and paid on July 22, 2010.

9. Applicant believes that the fees applied for herein are fair and reasonable in view of the time spent, the size, complexity and extent of the operation of the estate, the risks associated with this case, and the results obtained. Applicant has attached as Exhibit "C" a summary, by individual,

which lists the total hours billed and the applicable billing rates. In addition, Applicant has attached as Exhibit "D" a time summary by project representing total hours billed and total fees requested for each project category. Supplementing Exhibit "D" are Exhibits "E" through "S" which itemize the time spent by each individual on each project and the detailed description of how each of these hours was spent on a day-to-day basis.<sup>1</sup>

10. By and through this Application, Applicant requests approval of fees in the amount of \$87,494.25 and expenses in the amount of \$4,958.25 for a total of \$92,452.50, for the Application Period. During the Application Period Applicant spent a total of 256.3 hours providing the services for which fees are requested.

11. The general categories of management, accounting and financial consulting services rendered by the Applicant are summarized as follows:

A. Case Administration. Applicant spent time with general case matters including coordination of settlement conferences, hearing schedules and matters involving interface with various government agencies. Applicant has also worked with the OTS regarding required registration and forwarded additional information requested to the US Trustee's Office. Fees for this project total \$3,268.50. See Exhibit "E."

B. Claims Management Services. This project code is used to address questions from the Chief Restructuring Officer, counsel or other parties in interest regarding specific claims or performing overall claims analysis to generate overview summaries to assist in case management and Plan development and implementation. This project code is also used for identifying objectionable claims, tracking objection motions and orders, and otherwise providing support in the objection process. Applicant also spent time receiving correspondence, voice mails, e-mails and telecoms from creditors and taking appropriate action. Fees for this project total \$2,163.50. See Exhibit "F."

C. Asset Management. This project code captures Applicant's work in obtaining control and transitioning the assets of the Debtors. Specifically, the Chief Restructuring

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<sup>1</sup> Exhibits "A" through "S" are voluminous and will not be attached to the service copies of the Application. Copies of Exhibits "A" through "U" can be obtained by contacting Kim Morzak, Paralegal, at 214.651.5420 or via e-mail at kim.morzak@haynesboone.com.

Officer has spent time analyzing various insurance policies and pursuing cancelation of policies and refunds. Fees for this project total \$3,230.00. See Exhibit "G."

D. Litigation Services. Applicant spent time associated with assisting counsel in background research, document discovery and settlement discussions in relation to various litigation matters. During this period the Applicant also spent time attending meetings and working with counsel on a settlement with the FDIC. Fees for this project total \$12,031.00. See Exhibit "H."

E. Court Hearing / Testimony. Applicant prepared for, attended and/or testified at the hearings. Fees for this project total \$3,017.50. See Exhibit "I."

F. Accounting. At the time of the filing of the Debtors' petitions, the Debtors had no employees and all officers ceased employment on or before the Petition Date. Therefore Applicant has been required to provide all accounting necessary for the Debtors. Such actions include routine functions such as maintaining bank accounts, processing and recording cash receipts and disbursements and general bookkeeping. Fees for this project total \$3,958.50. See Exhibit "J."

G. Disclosure Stmt/Plan of Reorganization/Liq Analysis. Applicant spent time reviewing Exclusivity Extension. Fees for this project total \$212.50. See Exhibit "K."

H. Report Preparation. During the Application period, Applicant prepared the Monthly Operating Reports as required by the U.S. Trustee's Office for all Debtors and assisted in the preparation of multiple 8K's as required by the Securities and Exchange Commission. Fees for this project total \$7,566.50. See Exhibit "L."

I. Financial Analysis. Applicant spent time researching information related to inter-company transfers, historical balance sheets and the Wilmington Trust as requested by counsel and other parties in interest. Fees for this project total \$19,477.50. See Exhibit "M."

J. Status Conferences/Meeting. Applicant attended a number of meetings to discuss settlement possibilities with various parties in interest including counsel, counsel for the FDIC and representatives of the Wilmington Trust. Fees for this project total \$11,730.00. See Exhibit "N."

K. Employment/Fee Application. This project code captures the preparation of the Second Interim Application and initial drafting of the Third Interim Application of Dennis Faulkner and Lain, Faulkner & Co., P.C. Applicant also spent time resolving issues related to the retention of Pope, Shamsie & Dooley, and reviewing the employment application and order of same. Fees for this project total \$7,385.50. See Exhibit "O."

L. Document Management. This project code captures the review and relocation of documents received from various parties and time spent meeting with U.S. Postal Service employees regarding forwarding orders for mail delivery. Fees for this project total \$1,155.00. See Exhibit "P."

M. Travel Time. Applicant bills for non-working travel time at 1/2 the standard hourly rate. Fees for this project total \$3,888.75. See Exhibit "Q."

N. Tax Services. Applicant assisted counsel and other professionals by preparing tax allocation schedules pertaining to the Debtors' combined Texas franchise tax return. Applicant also assisted in the completion and filing of the Debtors' 2009 corporate income tax return, Debtors' 2010 federal and state tax returns and Debtors' 2009 report of employment benefit plan. Fees for this project total \$8,409.50. See Exhibit "R."

O. Client Time Not Billed. Exhibit "S" includes a summary of time not billed. In addition to the fees incurred in the projects set forth above, Applicant worked 7.1 hours for which no compensation is requested. Fees foregone total \$1,268.50. See Exhibit "S."

12. Exhibit "T" includes a summary and detailed itemization of actual and necessary expenses incurred by Applicant for which reimbursement is sought in the amount of \$4,958.25. Applicant represents that such expenses are reasonable, economical and customarily charged to non-bankruptcy clients. Applicant further represents that requested expenses adhere to allowable rates for expenses as fixed by federal and local guidelines or order of the Court.

13. The Fifth Circuit Court of Appeals has enumerated a number of factors which should be considered in awarding compensation to professionals, such as the Applicant, in a bankruptcy proceeding such as the instant one. See *First Colonial Corp. v. Am. Benefit Life Ins. Co.*, 544 F.2d

1291 (5th Cir. 1977) *cert. denied*, 431 U.S. 904 (1977). See *Lawler v. Teofan*, 807 F.2d 1207 (5th Cir. 1987). See also 11 U.S.C. §330. Consideration of these factors follows:

A. Time and Labor Required. Since its appointment, Applicant has committed the necessary time and effort on behalf of the Debtors. During the Application Period, a total of 256.3 hours were incurred by the Applicant on behalf of the Debtors.

B. Novelty and Difficulty of the Questions. The issues that Applicant encountered serving as Chief Restructuring Officer and Additional Personnel during this Application Period have been of a complex and specialized nature, requiring advanced skills and knowledge in estate management, bankruptcy accounting, claims analysis, financial analysis, electronic data management and specialized reporting in order to obtain results useful to the Debtors and beneficial to the estate.

C. Skill Requisite to Perform the Services Properly. Applicant's firm has members, including those who have performed services on behalf of the Debtors, who are specialized in various facets of bankruptcy matters including fiduciary services, financial analysis, accounting, financial consulting, claims analysis and electronic data management. Due to their expertise and skill in these specialized areas, Applicant believes far more time would have been expended by less experienced personnel, with considerably less desirable results. The array of management, accounting, financial analysis, specialized reporting considerations and computer issues presented in this proceeding and the prompt and skillful action taken with regard to such problems by Applicant required a very high degree of expertise and experience. Applicant's abilities in this area are well known and enable it to provide services effectively and efficiently in bankruptcy proceedings such as the instant one.

D. Exclusion of Other Employment. Applicant does not believe that this is or should be a significant factor in the consideration of this Application.

E. Customary Fees. The fees for which Applicant has applied herein are within the customary fees awarded in other proceedings for similar services rendered and results obtained.

F. Whether the Fee is Fixed or Contingent. Applicant's fee in this proceeding is fixed at its standard hourly rates and is not contingent upon results achieved or the ultimate



availability of funds for the payment of said fees from the bankruptcy estate. Applicant, however, concedes that fees in bankruptcy cases, and more especially in cases such as this, are contingent on success of the case as well as being subject to scrutiny by this Court.

G. Time Limitations. Applicant believes that its role in this case has, to date, been handled in an expeditious manner, given the factual circumstances involved and the complex issues confronted. Applicant further believes that no undue delays have occurred and that it has proceeded expeditiously and efficiently to the benefit of the Debtors, the creditors and all other parties-in-interest.

H. The Amount Involved and Results Obtained. Results of Applicant's work, while not precisely quantifiable at this early stage, have doubtlessly yielded substantial benefits to the creditors and all other parties-in-interest. During the Application Period, Applicant assisted in maintaining the assets and records of the Debtors which are vital to future potential recoveries and ensured proper and timely reporting to the SEC, various taxing authorities, the U.S. Trustee's Office and other parties in interest. Applicant has also spent a significant amount of time and effort in working towards a resolution on pending matters involving the FDIC and Wilmington Trust.

I. Experience, Reputation and Ability of Applicant. Applicant submits that its personnel are respected for their ability in management, accounting and financial consulting services, particularly in regard to bankruptcy situations. Applicants have been retained by numerous debtors-in-possession, trustees, secured creditors and creditors committees in various Chapter 11 and Chapter 7 proceedings and have received favorable comments from the Courts and other parties-in-interest.

J. Undesirability of the Case. Applicant does not believe that this is or should be a significant factor in the consideration of this Application. Indeed, Applicant does not believe that this case was undesirable during the Application Period.

K. The Nature and Length of the Professional Relationship with the Debtor. Prior to Applicant's engagement by the Debtors in August 2009, Applicant had not performed

services for the Debtors or any related entities.<sup>2</sup> Applicant has performed accounting services in numerous other bankruptcies, some of which also involved certain creditors and attorneys involved in this case.

L. Awards in Similar Cases. Applicant believes that the services rendered herein as Chief Restructuring Officer and Additional Personnel have substantially benefited the estate and its creditors, and that such services are of a reasonable value. Applicant further represents that the fees applied for are in conformity with fees allowed in similar proceedings for similar services rendered and results obtained. Applicant respectfully requests that the Court take judicial notice of the awards that have been made in similar proceedings in this Court and other bankruptcy courts in the State of Texas.

14. Applicant does not hold nor has it represented at any time during this engagement any interest adverse to the estate, and has been at all times a disinterested party. Applicant has made no agreement for the sharing of compensation for services rendered in or in connection with this case with any other person, other than the individual members of the Applicant's firm. Applicant has incorporated as Exhibit "U" a statement certifying the firm's billing rates and confirming the review of this Application by the U.S. Trustee.

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<sup>2</sup> Lain, Faulkner was retained by Fulbright & Jaworski L.L.P. to assist in their representation of a related entity client in a matter that is not related to these Chapter 11 cases.

**PRAYER FOR RELIEF**

WHEREFORE, the Applicant respectfully requests that the Court (i) allow on an interim basis, the reasonable compensation for professional services rendered in the amount of \$87,494.25 and the reimbursement of actual and necessary expenses in the amount of \$4,958.25, aggregating to \$83,177.06, incurred by Applicant in its role as Chief Restructuring Officer and Additional Personnel; (ii) authorize payment to Applicant of the total amount of \$92,452.50; and (iii) grant Applicant such other and further relief as is just and proper.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Dennis Faulkner", is written over a horizontal line.

Dennis Faulkner  
Jason A. Rae  
LAIN, FAULKNER & CO., P.C.  
400 N. Saint Paul, Suite 600  
Dallas, Texas 75201  
(214) 720-1929 Telephone  
(214) 720-1450 Facsimile

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**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on October 28, 2010 a true and correct copy of the foregoing document (without Exhibits A-U<sup>1</sup>) was served upon all parties on the Limited Service List [Docket No. 291] (i) via e-mail (if available as indicated thereon) or United States first class mail, postage prepaid, and (ii) via e-mail upon the parties that receive electronic notice in these cases pursuant to the Court's ECF filing system.

/s/ Ian T. Peck  
Ian T. Peck

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1 Copies of Exhibits A through U are available upon request by contacting Kim Morzak, Paralegal, at 214.651.5420 or via e-mail at [kim.morzak@haynesboone.com](mailto:kim.morzak@haynesboone.com)



U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
**ENTERED**  
TAWANA C. MARSHALL, CLERK  
THE DATE OF ENTRY IS  
ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed November 20, 2009

  
United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

IN RE:	§	Chapter 11
	§	
GUARANTY FINANCIAL GROUP INC.,	§	CASE NO. 09-35582-bjh
<i>et al.</i> ,	§	(Jointly Administered)
	§	
Debtors.	§	

**FINAL ORDER AUTHORIZING THE DEBTORS TO (A) EMPLOY AND RETAIN  
LAIN, FAULKNER & CO., P.C. TO PROVIDE THE DEBTORS A CHIEF  
RESTRUCTURING OFFICER AND ADDITIONAL PERSONNEL, AND (B) TO  
DESIGNATE DENNIS FAULKNER AS THE CHIEF RESTRUCTURING OFFICER  
FOR THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

Upon consideration of the Application Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for Authorization to (a) Employ and Retain Lain, Faulkner & Co., P.C. to Provide the Debtors a Chief Restructuring Officer and Additional Personnel, and (b) to Designate Dennis Faulkner as the Chief Restructuring Officer for the Debtors *Nunc Pro Tunc* to the Petition Date (the "Application") filed by Guaranty Financial Group Inc., Guaranty Group Ventures Inc., Guaranty Holdings Inc. I, and Guaranty Group Capital Inc. (collectively, the "Debtors"), the Court finds that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157

and 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157. After reviewing the Declaration of Dennis Faulkner ("Faulkner"), a shareholder of Lain, Faulkner & Co., P.C. ("LFC"), in support of the Application, a copy of which was filed with the Application; and notice of the Application having been given as described in the Application and no other or further notice being necessary; and after due deliberation and sufficient cause appearing,

**IT IS THEREFORE,**

**ORDERED** that the Order on the Application entered on November 10, 2009 as Docket No. 115 be and hereby is vacated; and it is further

**ORDERED** that the Application is hereby granted and approved as provided herein; and it is further

**ORDERED** that in accordance with section 363(b) of the Bankruptcy Code, the Debtors are authorized to employ and retain LFC, *nunc pro tunc*, to the Petition Date, pursuant to the terms of the Engagement Letter and this Order (the "Retention"); and it is further

**ORDERED** that the Debtors are authorized to designate Faulkner as CRO, *nunc pro tunc*, to the Petition Date (the "Designation"); and it is further

**ORDERED** that LFC and Faulkner shall be compensated in accordance with the standards and procedures set forth in 11 U.S.C. §§ 330 and 331 and all applicable Federal Rules of Bankruptcy Procedures, Local Bankruptcy Rules, and further orders of this Court; and it is further

**ORDERED** that LFC and Faulkner shall comply with any interim compensation procedures established by this Court and the requirements of sections 330 and 331 of the Bankruptcy Code; and it is further

**ORDERED** that LFC and Faulkner shall maintain and file time records and will provide detailed records of any actual and necessary costs and expenses incurred in connection with their employment and retention in these Chapter 11 cases; and it is further

**ORDERED** that the terms of the Engagement Letter, including without limitation, the indemnification provisions and inclusion of Faulkner on the Debtors' director and officer liability policy, are approved; and it is further

**ORDERED** that the Debtors are required to (i) maintain a director and officer liability insurance policy at all times covering Faulkner, or otherwise maintain insurance coverage or a bond approved by the Court and (ii) demonstrate such coverage to Wilmington Trust Company, FDIC, and any Official Committee of Unsecured Creditors appointed in these Chapter 11 cases; and it is further

**ORDERED**, notwithstanding anything contained herein to the contrary, this Order is without prejudice to the rights of Wilmington Trust, FDIC, any Official Committee of Unsecured Creditors appointed in these Chapter 11 cases, or any other party-in-interest, to bring a motion for additional relief, including termination of the CRO, the appointment of a trustee or examiner, or the conversion of any of these Chapter 11 cases to Chapter 7; and it is further

**ORDERED** the within engagement shall terminate upon the appointment of a Chapter 11 trustee or Chapter 7 Trustee, if any; and it is further

**ORDERED** that this Court hereby retains jurisdiction to hear and determine all matters arising from or related to the implementation and/or enforcement of this Order

### END OF ORDER ###

Submitted by:

Robert D. Albergotti  
State Bar No. 00969800  
Ian T. Peck  
State Bar No. 24013306

Autumn D. Highsmith  
State Bar No. 24048806  
Haynes and Boone, LLP  
2323 Victory Avenue, Suite 700  
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Telephone: 214.651.5000  
Facsimile: 214.651.5940



**RESUMES****PROFESSIONALS**

**Dennis S. Faulkner** - Mr. Faulkner is a shareholder of Lain, Faulkner & Co., with more than 30 years of accounting experience in both industry and public practice. Public practice has included audit and business consulting services with a national accounting firm as well as extensive experience in areas relating to bankruptcy, litigation services and general business consulting. In the area of bankruptcy, Mr. Faulkner's experience includes assistance in formulation and review of plans of reorganization, claims analysis and administration, preference and fraudulent transfer analyses, financial projections, and providing expert witness testimony. He has also served as examiner and trustee in bankruptcy cases. Mr. Faulkner is a graduate of Abilene Christian University, a Certified Public Accountant and a Certified Fraud Examiner.

**D. Keith Enger** - Mr. Enger, a CPA and shareholder of Lain, Faulkner & Co., is a graduate of Texas Tech University who has over 30 years of experience in accounting in the oil and gas industry as well as in public practice in the areas of tax and financial reporting. His tax expertise includes preparation of federal and state returns, negotiating settlement of tax claims, and special analysis and research associated with bankruptcy and litigation support matters. Financial experience includes preparation of statement of financial affairs and debtor's schedules, performing claims analyses and administering the distribution process, preparation of financial projections and providing expert witness testimony. He has also served as trustee and disbursing agent in bankruptcy cases.

**Jason Rae** - Mr. Rae, a CPA and a shareholder of Lain, Faulkner & Co., is a graduate of the University of Texas at Dallas with a Masters in Business Administration and Bachelors of Science in Accounting. Mr. Rae is also a Certified Fraud Examiner. He has over 12 years experience in industry and public accounting, five of which have been focused in matters relating to bankruptcy, troubled company entities and litigation services. That experience includes preparation of statement of financial affairs and debtor's schedules, preparation of financial projections, data mining using computer assisted audit tools, reconstruction of books and records, solvency analysis, cash tracing and discovery support. His other professional experience consists of internal audit, financial analysis, assisting in due diligence and attest audit functions, as well as day-to-day operations.

**Lori Lowderman** - Ms. Lowderman is a shareholder of Lain, Faulkner & Co., with more than 20 years of accounting experience in both industry and public practice. Public practice includes audit experience with a national accounting firm and extensive experience relating to bankruptcy, including claims management and analysis, administering the distribution process, plan solicitation and balloting, coordination of noticing services, financial analysis and other investigative and accounting services. Her other professional experience consists of internal audit, financial analysis and management reporting of real property acquisitions, financing and sales. Ms. Lowderman is a graduate of Oklahoma State University with a Bachelor of Science in accounting and is a Certified Public Accountant.

**Aniza Rowe** - Ms. Rowe is a graduate of the University of South Carolina with a Bachelor of Science in accounting. She has over 18 years of accounting experience in various industries including public accounting, telecommunications and property management, and nine years focused on bankruptcy. Her background includes general ledger, project accounting, account analysis and financial statement compilation, litigation and forensic services, preparation of

**Brandi Chambers** - Ms. Chambers is a graduate of Texas A&M Commerce with a BBA in accounting. Her professional experiences consist of 14 years in accounting and financial analysis and eight years in the bankruptcy industry. She is proficient in accounts payable, general ledger, cash management, payroll and human resources. She is highly skilled in the compilation of financial statements. Ms. Rush also assists with various forensic accounting matters relating to bankruptcy and litigation support.

**Connie Ingersoll** - Ms. Ingersoll is a graduate of the University of Phoenix with a BS in Business Administration and a minor in accounting. She has over 30 years of tax and general ledger accounting experience in a corporate environment as well as private practice. During the past 16 years, Ms. Ingersoll has focused on taxes in the area of corporate, partnerships, sole proprietors and individuals.

**Cristin Daniel** - Ms. Daniel has over 11 years of accounting experience, with 7 years in the bankruptcy industry. Her experience includes preparation of monthly operating reports, account analysis and reconciliation, heavy accounts payable, cash management and general ledger preparation, and assisted in the preparation of statement of financial affairs and debtor's schedules. Ms. Daniel also assists with various forensic accounting matters relating to Lain, Faulkner's bankruptcy and litigation support services. Ms. Daniel is a graduate of the University of Texas at Arlington with a Bachelor of Science in accounting.

#### **STAFF**

**Lori A. Tsuji** - Ms. Tsuji has over 22 years of accounting experience, including 17 years with Lain, Faulkner. Her skills include experience in general ledger reconciliation and analysis of variances, accounts receivable, accounts payable, payroll, employee benefits and purchasing.

**Juwanda Henderson** - Ms. Henderson has over nine years experience in management support and office procedures. Her responsibilities include claims administration system data entry, claims management, bankruptcy court noticing procedures, claims transfer processing, distribution processing and creditor research and interface.

**Erin Patterson** - Ms. Patterson has over six years of general office experience. She is currently the Assistant Controller with Lain, Faulkner & Co. with responsibilities of client banking, time and billing, fee application and accounts payable. She also has experience answering multilevel telephones and word processing.

**Melissa Brooks** - Ms. Brooks has over nine years experience as an administrative assistant with accounting firms. She is experienced in all areas of accounting office procedures.

**Marilyn Sampson** - Ms. Sampson has over 21 years experience as an administrative assistant. She has seven years experience in the public relations industry, nine years in public accounting and three years in human resources.

**LAIN, FAULKNER & CO., P.C.**  
**Guaranty Financial Group, Inc.**  
**Fee Application Summary**

**For the Period April 01, 2010 through September 30, 2010**

Name of Applicant: LAIN, FAULKNER & CO., P.C.	Fees Previously Requested:	\$177,747.75
	Fees Previously Awarded:	\$177,747.75
Role in the Case: Chief Restructuring Officer and Additional Personnel	Fees Previously Paid:	\$177,747.75
	Expenses Previously Requested:	\$1,396.07
	Expenses Previously Awarded:	\$1,396.07
Current Application:	Expenses Previously Paid:	\$1,396.07
Fees Requested:	\$87,494.25	
Expenses Requested:	\$4,958.25	Retainer Paid: \$0.00

Employee	Current Hours Billed	Hourly Rate	Total Amount
<b>Professional</b>			
Dennis Faulkner	104.30	425.00	44,327.50
Keith Enger	17.60	390.00	6,864.00
Jason Rae	63.20	345.00	21,804.00
Lori Lowderman	1.70	345.00	586.50
Aniza Rowe	33.00	240.00	7,920.00
Brandi Chambers	2.00	240.00	480.00
Connie Ingersoll	2.80	240.00	672.00
Cristin Daniel	1.40	225.00	315.00
Dennis Faulkner	18.30	212.50	3,888.75
Dennis Faulkner	1.80	0.00	0.00
	<b>246.10</b>		<b>86,857.75</b>
<b>Staff</b>			
Lori Tsuji	3.30	150.00	495.00
Juwanda Henderson	0.90	95.00	85.50
Erin Patterson	0.10	80.00	8.00
Melissa Brooks	0.60	80.00	48.00
Marilyn Sampson	5.30	0.00	0.00
	<b>10.20</b>		<b>636.50</b>
	<b>256.30</b>		<b>\$ 87,494.25</b>

Value of hours not billed: \$ 1,268.50

**LAIN, FAULKNER & CO., P.C.**  
**Guaranty Financial Group, Inc.**  
**Fee Application Summary**

**For the Period April 01, 2010 through September 30, 2010**

Total Blended Hourly Rate: (Professionals)	\$	<u>352.94</u>
Total Blended Hourly Rate: (All)	\$	<u>341.37</u>

**LAIN, FAULKNER & CO., P.C.**  
**Guaranty Financial Group, Inc.**  
**Project Summary**

**For the Period April 01, 2010 through September 30, 2010**

<b>Project Description</b>	<b>Exhibit</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
Case Administration	E	8.30	3,268.50
Claims Management Services	F	6.30	2,163.50
Asset Management	G	7.60	3,230.00
Litigation Services	H	28.70	12,031.00
Court Hearing/Testimony	I	7.10	3,017.50
Accounting	J	14.30	3,958.50
Disclosure Stmt/Plan of Reorganization/Liq Analysis	K	0.50	212.50
Report Preparation	L	25.70	7,566.50
Financial Analysis Services	M	55.90	19,477.50
Status Conferences/Meetings	N	27.60	11,730.00
Employment/Fee Application	O	21.60	7,385.50
Document Management	P	4.90	1,155.00
Travel Time	Q	18.30	3,888.75
Tax Services	R	22.40	8,409.50
Client Time Not Billed	S	7.10	0.00
<b>Total:</b>		<b>256.30</b>	<b>\$87,494.25</b>

**EXHIBIT D**

**LAIN, FAULKNER & CO., P.C.**  
**Guaranty Financial Group, Inc.**  
**Summary Sheet - Case Administration**

**For the Period April 01, 2010 through September 30, 2010**

<b>Employee</b>	<b>Current Hours Billed</b>	<b>Hourly Rate</b>	<b>Total Amount</b>
Dennis Faulkner	6.90	425.00	\$ 2,932.50
Aniza Rowe	1.40	240.00	\$ 336.00
<b>Total:</b>	<b>8.30</b>		<b>\$ 3,268.50</b>

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Case Administration**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	04/16/2010	Telecom with Ian Peck regarding case planning and follow-up related to insurance premium matters; follow-up with Jason Rae regarding same.	0.40	\$170.00
DSF	04/19/2010	Telecom with Ian Peck regarding planning for April 20 meeting; also discussed letter requesting reconsideration on denial from D&O carrier.	0.30	127.50
DSF	04/19/2010	Meeting with Ian Peck to discuss status of OTS registration matter; reviewed related correspondence from OTS.	0.30	127.50
DSF	04/21/2010	Telecom with Ian Peck regarding follow-up needed with OTS and his conversation with Doug Spelfogel regarding possible continuance on hearing on FDIC's Stay Motion.	0.30	127.50
DSF	04/22/2010	Reviewed Change in Control forms requested by OTS and related request for extensive personal data; telecom with Ian Peck regarding same and plans for a reconsideration request under the circumstances.	0.50	212.50
DSF	04/26/2010	Reviewed draft of letter to OTS; telecom with Ian Peck regarding same; jointly attempted George McElreath.	0.50	212.50
DSF	04/26/2010	Telecom with George McElreath regarding OTS matter; also discussed general case matters.	0.30	127.50
DSF	04/27/2010	Two telecoms with Ian Peck regarding OTS status and related issues; pulled U.S. Trustee forms and forwarded portion of same.	0.60	255.00
DSF	04/28/2010	Reviewed revised letter to OTS; follow-up with Ian Peck regarding same.	0.30	127.50
DSF	04/29/2010	Email exchange with Kim Morzak regarding upcoming hearing schedule.	0.10	42.50
DSF	04/30/2010	Email exchange with Kim Morzak to approve next omnibus hearing date.	0.10	42.50
DSF	05/04/2010	Telecom with Lisa Lambert (U.S. Trustee's Office) regarding OTS letter and follow-up on same.	0.30	127.50
DSF	05/10/2010	Telecom with Ian Peck regarding Pope Shamsie status, follow-up with Steve Soll on timing of FDIC response and lack of response from OTS.	0.30	127.50
DSF	05/28/2010	Telecom with Autumn Highsmith regarding general case matters and pending pleadings.	0.20	85.00
ARR	07/27/2010	Corresponded with US Trustee's office regarding insurance coverage inquiries and original voided checks for all accounts missing from their records.	0.50	120.00
DSF	07/27/2010	Reviewed email from Kendra Rust (U.S. Trustee) regarding request for additional data; researched request on voided checks and located copies of having already produced same; email exchanges regarding same; follow-up with Aniza Rowe regarding providing insurance data.	0.80	340.00
DSF	07/27/2010	Telecom with Ian Peck regarding email from Kendra Rust and reference to May 18, 2010 notice; email exchanges related to same.	0.30	127.50
DSF	07/28/2010	Telecom with Ian Peck regarding follow-up on inquiry from U.S. Trustee's office and their delivery of notice to invalid address; reviewed follow-up email exchanges.	0.30	127.50

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Case Administration**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	07/30/2010	Telecom with Ian Peck regarding general case status and work plan to continue FDIC settlement efforts, complete tax work and resolve claim matters.	0.30	\$127.50
ARR	08/02/2010	Prepared correspondence with Kendra Rust regarding items requested by the US Trustee's Office.	0.90	216.00
DSF	08/02/2010	Drafted letter to Kendra Rust (U.S. Trustee's office) in response to her inquiry and request for voided checks; coordinated same with Aniza Rowe; email exchanges with Ian Peck regarding same; finalized and forwarded same.	0.60	255.00
DSF	08/05/2010	Email exchange with Kendra Rust regarding U.S. Trustee's office inquiries.	0.10	42.50
<b>*Daily Log Total:</b>			<b>8.30</b>	<b>3,268.50</b>



**LAIN, FAULKNER & CO., P.C.**  
**Guaranty Financial Group, Inc.**  
**Summary Sheet - Claims Management Services**  
**For the Period April 01, 2010 through September 30, 2010**

<b>Employee</b>	<b>Current Hours Billed</b>	<b>Hourly Rate</b>	<b>Total Amount</b>
Dennis Faulkner	3.10	425.00	\$ 1,317.50
Keith Enger	0.20	390.00	\$ 78.00
Lori Lowderman	1.70	345.00	\$ 586.50
Aniza Rowe	0.40	240.00	\$ 96.00
Juwanda Henderson	0.90	95.00	\$ 85.50
<b>Total:</b>	<b>6.30</b>		<b>\$ 2,163.50</b>

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.  
Claims Management Services**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
LBL	04/02/2010	Discussed preliminary claim status reporting with Kim Morzak and forwarded same for Ian Peck's review.	0.20	\$69.00
DSF	04/02/2010	Reviewed preliminary claims summary report; prepared for April 6 meeting.	0.80	340.00
LBL	04/08/2010	Discussed preliminary claim records with Chief Restructuring Officer; researched and provided information regarding Temple-Inland claim to Keith Enger for review.	0.80	276.00
ARR	04/08/2010	Reviewed the online dataroom for the Tax Matters Agreement; forwarded same to Jason Rae, Lori Lowderman and Keith Enger.	0.40	96.00
DSF	04/08/2010	Meeting with Lori Lowderman regarding claims analysis issues; follow-up on Temple-Inland claim issues; reviewed same.	0.50	212.50
DKE	04/10/2010	Sent email to David Pope transmitting proof of claim filed by Temple-Inland and Tax Matter Agreement to determine if items were considered in tax return preparation.	0.20	78.00
DSF	04/12/2010	Email exchange with David Pope (Pope, Shamsie) and Keith Enger regarding Tax Matters Agreement and issues raised in claim filed by Temple Inland; follow-up with Keith Enger regarding same.	0.30	127.50
DSF	04/15/2010	Reviewed request received from Wilmington Trust related to securities transfer for Temple Inland; follow-up with Ian Peck regarding same.	0.30	127.50
DSF	04/22/2010	Email exchange with Kim Morzak regarding change to hearing date on FDIC claim/motion.	0.10	42.50
DSF	04/23/2010	Reviewed claims filed by JLT Insurance/Guaranty Insurance and related correspondence from Ian Peck to Steve Soll.	0.30	127.50
LBL	05/03/2010	Discussed question regarding Texas franchise tax claim with Kim Morzak; reviewed same with Keith Enger and provided findings to Kim.	0.60	207.00
DSF	05/04/2010	Follow-up with Ian Peck regarding Temple Inland certificates inquiry.	0.10	42.50
DSF	06/07/2010	Teleconference with David Heard and Ian Peck regarding message from Chenique Rivera (Wilmington Trust) concerning Temple-Inland certificates; discussed response.	0.20	85.00
DSF	06/08/2010	Reviewed draft response to Wilmington Trust regarding Temple-Inland certificates; follow-up with David Heard regarding same.	0.20	85.00
JLS	06/09/2010	Entered proof of claim #146; generated creditor data sheet for same.	0.20	19.00
LBL	06/09/2010	Verified data input for newly filed POC.	0.10	34.50
DSF	06/10/2010	Telecom with Chenique Rivera (Wilmington Trust) regarding Temple-Inland certificates; follow-up with Ian Peck and David Heard regarding same.	0.30	127.50
JLS	07/23/2010	Updated claim system for corrected audit trail entries; maintained master claim file.	0.70	66.50
<b>*Daily Log Total:</b>			<b>6.30</b>	<b>2,163.50</b>

**LAIN, FAULKNER & CO., P.C.**  
**Guaranty Financial Group, Inc.**  
**Summary Sheet - Asset Management**  
**For the Period April 01, 2010 through September 30, 2010**

<b>Employee</b>	<b>Current Hours Billed</b>	<b>Hourly Rate</b>	<b>Total Amount</b>
Dennis Faulkner	7.60	425.00	\$ 3,230.00
<b>Total:</b>	<b>7.60</b>		<b>\$ 3,230.00</b>

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Asset Management**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	04/02/2010	Reviewed revised letter and attachments to Mike McConnell regarding premium refunds.	0.10	\$42.50
DSF	04/06/2010	Email exchange with Devin Stewart regarding general liability coverage expiring in July; discussed same with Ian Peck.	0.20	85.00
DSF	04/12/2010	Telecom with Ian Peck regarding general liability coverage.	0.20	85.00
DSF	04/15/2010	Email exchange with Ian Peck regarding follow-up with Devin Stewart on general liability coverage.	0.10	42.50
DSF	04/15/2010	Meeting with Jason Rae regarding research on premium payment sources; reviewed related emails and data from FDIC.	0.40	170.00
DSF	04/16/2010	Reviewed insurance premium payment summary schedule provided by Steve Soll; reviewed same with Jason Rae; follow-up on research related to same.	0.40	170.00
DSF	04/19/2010	Reviewed draft of letter to counsel for XL Specialty; follow-up with Ian Peck regarding same.	0.20	85.00
DSF	04/20/2010	Reviewed response from Steve Soll regarding request for intercompany activity related to insurance premiums; discussed same with Ian Peck.	0.30	127.50
DSF	04/20/2010	Meeting with Ian Peck regarding inquiry from counsel for Chartis Insurance concerning form of premium refund.	0.20	85.00
DSF	04/21/2010	Email exchanges with Devin Stewart and Ian Peck regarding general liability renewal issues; telecom with Ian Peck regarding same.	0.20	85.00
DSF	04/22/2010	Telecom with Ian Peck regarding issues related to ownership of Guaranty Insurance Services prior to its sale; meeting with Jason Rae regarding timing of transfer of equity on books; reviewed related documents (8K, sale agreements, etc); follow-up teleconference with Ian Peck and Jason Rae regarding same; email exchanges related to same.	1.90	807.50
DSF	04/23/2010	Reviewed letter from Snell, Wylie & Tibbals regarding Guaranty Insurance and related refund issues; telecom with Ian Peck regarding same.	0.40	170.00
DSF	04/23/2010	Email exchanges with Ian Peck and Steve Soll regarding Snell, Wylie letter.	0.10	42.50
DSF	04/28/2010	Telecom with Ian Peck regarding follow-up contact from Sheniqua Rivera (Wilmington Trust) regarding Temple Inland transfer request; forwarded message.	0.30	127.50
DSF	05/05/2010	Telecom with Ian Peck regarding Guaranty Insurance issues and Tibbal's letter.	0.20	85.00
DSF	05/13/2010	Telecom with Ian Peck regarding draft Complaint and Standstill Agreement; also discussed follow-up pending with Steve Soll.	0.20	85.00
DSF	06/01/2010	Email exchanges with Ian Peck regarding insurance refund issue; follow-up with Aniza Rowe regarding same.	0.20	85.00
DSF	06/01/2010	Reviewed 9019 Motion in Guaranty Insurance matter; follow-up with Ian Peck regarding same; email exchanges with Ian Peck, Jason Rae and Keith Enger regarding same.	0.40	170.00
DSF	06/01/2010	Email exchanges with Ian Peck and Aniza Rowe regarding general liability quote; reviewed same.	0.20	85.00
DSF	06/08/2010	Telecom with Ian Peck regarding general liability coverage renewal; follow-up regarding processing of same.	0.40	170.00

**Exhibit G**

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Asset Management**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	06/25/2010	Worked on problems with payment on general liability renewal.	0.30	\$127.50
DSF	06/30/2010	Telecom with Matthew Zettley (Dilks & Knopik) regarding potential recoverable funds due Guaranty Business Credit Corp.; telecom with Ian Peck regarding same; determined this was a Guaranty Bank subsidiary.	0.50	212.50
DSF	08/18/2010	Telecom with Ian Peck regarding status of settlement in Guaranty Insurance matter.	0.20	85.00
<b>*Daily Log Total:</b>			<b>7.60</b>	<b>3,230.00</b>

**LAIN, FAULKNER & CO., P.C.**  
**Guaranty Financial Group, Inc.**  
**Summary Sheet - Litigation Services**

**For the Period April 01, 2010 through September 30, 2010**

<b>Employee</b>	<b>Current Hours Billed</b>	<b>Hourly Rate</b>	<b>Total Amount</b>
Dennis Faulkner	27.80	425.00	\$ 11,815.00
Aniza Rowe	0.90	240.00	\$ 216.00
<b>Total:</b>	<b>28.70</b>		<b>\$ 12,031.00</b>

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Litigation Services**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	04/09/2010	Reviewed email and attached excerpts from Federal Deposit Insurance Act concerning obligations of holding company related to capital support for subsidiary.	0.30	\$127.50
ARR	04/15/2010	Reviewed the files received from Guaranty Bank for information related to the GISI sale.	0.50	120.00
DSF	04/16/2010	Reviewed three prospectuses related to Wilmington Trust's investment.	0.30	127.50
DSF	04/21/2010	Reviewed email from Steve Soll regarding agreement on Continuance.	0.10	42.50
DSF	04/22/2010	Telecom with Ian Peck regarding follow-up on available dates assuming a continuation of hearing on FDIC matters; also discussed his conversation with Steve Soll on FDIC status following settlement conference; follow-up on schedule related to same.	0.30	127.50
DSF	04/27/2010	Telecom with Ian Peck regarding change in hearing dates and planning related to same.	0.20	85.00
DSF	04/27/2010	Teleconference with Ian Peck and Keith Enger regarding Pope Shamsie pleadings and Stipulation for Continuance in FDIC matter; reviewed related draft documents; follow-up discussion with Keith Enger regarding same.	0.90	382.50
DSF	04/28/2010	Reviewed pleading in Washington Mutual matter for issues that might be germane in Guaranty case.	0.30	127.50
DSF	05/03/2010	Telecom with Ian Peck regarding his conversation with Steve Soll and additional delay expected on FDIC response; also discussed continuance and revised schedule.	0.30	127.50
DSF	05/13/2010	Reviewed draft of Complaint against FDIC and related draft of Standstill Agreement; telecom with Autumn Highsmith regarding same.	0.50	212.50
DSF	05/19/2010	Reviewed draft motion and order regarding Guaranty Insurance issue.	0.20	85.00
DSF	05/28/2010	Telecom with Ian Peck regarding case planning and follow-up with the FDIC.	0.20	85.00
DSF	06/03/2010	Telecom with Ian Peck regarding his conversations with Steve Soll on FDIC inquiries concerning settlement proposal.	0.20	85.00
DSF	06/07/2010	Telecom with Ian Peck regarding status of response from FDIC; also discussed follow-up needed with Wilmington Trust regarding certificates.	0.30	127.50
ARR	06/08/2010	Reviewed documentation for insider payments received from Guaranty Bank; forwarded information to Jason Rae to respond to inquiry regarding the FDIC.	0.40	96.00
DSF	06/08/2010	Telecom with Ian Peck regarding his recent conversations with Steve Soll and status of FDIC response.	0.20	85.00
DSF	06/08/2010	Follow-up with staff regarding FDIC inquiries.	0.20	85.00
DSF	06/09/2010	Reviewed additional correspondence regarding Pope Shamsie documents.	0.10	42.50
DSF	06/10/2010	Reviewed draft of Standstill Agreement with FDIC related to GFG Debtors complaint in District Court; follow-up with Autumn Highsmith regarding same.	0.20	85.00
DSF	06/14/2010	Email exchange with Ian Peck regarding follow-up telecoms on settlement response from FDIC.	0.10	42.50

**Exhibit H**

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Litigation Services**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	06/15/2010	Telecom with Ian Peck regarding settlement proposal terms to be delivered by FDIC and possible responses to same.	0.70	\$297.50
DSF	06/16/2010	Reviewed written counter proposal from FDIC and redline.	0.20	85.00
DSF	06/16/2010	Telecom with Ian Peck regarding his conversation with Steve Soll; also discussed plans for teleconference with Doug Spelfogel.	0.20	85.00
DSF	06/16/2010	Teleconference with Doug Spelfogel and Ian Peck regarding response to settlement proposal received from FDIC.	1.10	467.50
DSF	06/17/2010	Reviewed Schedule 1 to Settlement Response from FDIC; worked with Aniza Rowe on reconciliation of same.	0.40	170.00
DSF	06/17/2010	Telecom with Ian Peck regarding Schedule 1 issues; his follow-up with Steve Soll and planning for today's teleconference with all parties.	0.50	212.50
DSF	06/17/2010	Telecom with Lee Morris (new counsel for Wilmington Trust) regarding case background and planning for today's teleconference.	0.20	85.00
DSF	06/17/2010	Teleconference with Dennis Early, Sonya Levine, Steve Soll, Jeff Cymbler, Doug Spelfogel, Lee Morris, Steve Cimalore and Ian Peck regarding counter proposal from FDIC.	1.30	552.50
DSF	06/17/2010	Telecom with Ian Peck regarding follow-up to teleconference.	0.20	85.00
DSF	06/17/2010	Telecom with Ian Peck regarding his follow-up with Steve Soll on ongoing discussions.	0.20	85.00
DSF	06/17/2010	Email exchange with Ian Peck regarding language in Notice of Circumstances sent to D&O carrier in December 2009.	0.10	42.50
DSF	06/18/2010	Reviewed email exchange between Ian Peck and Steve Soll regarding FDIC's request related to discovery; follow-up with Ian Peck regarding same.	0.20	85.00
DSF	06/18/2010	Reviewed Interagency Policy Agreement excerpts provided by Sonya Levine; follow-up with Ian Peck regarding same.	0.30	127.50
DSF	06/21/2010	Telecom with Ian Peck regarding interagency Agreement issues and planning for today's teleconference; worked on suggestions for counter proposal.	0.40	170.00
DSF	06/21/2010	Teleconference with Doug Spelfogel, Lee Morris and Ian Peck regarding FDIC counter proposal and next step in process; follow-up telecom with Ian Peck following same.	1.00	425.00
DSF	06/28/2010	Telecom with Ian Peck regarding follow-up with Doug Spelfogel on response to FDIC's counter proposal; also discussed Pope Shamsie status; reviewed related emails.	0.40	170.00
DSF	06/30/2010	Telecom with Lee Morris regarding status of response to FDIC.	0.10	42.50
DSF	07/01/2010	Reviewed counter-proposal draft (regular and "redline") received from Doug Spelfogel; telecom with Ian Peck regarding same; reviewed "modified" redline.	0.70	297.50
DSF	07/01/2010	Email exchanges with Ian Peck and Doug Spelfogel attempting follow-up on counter-proposal.	0.10	42.50
DSF	07/01/2010	Telecom and email exchanges regarding status of follow-up with Doug Spelfogel concerning proposed counter.	0.20	85.00
DSF	07/01/2010	Telecom with Ian Peck regarding his conversation with Doug Spelfogel and revised terms for counter; worked on additional concepts to be proposed; follow-up telecom with Ian Peck to work on same; reviewed revised drafts and redline versions.	0.60	255.00



**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Litigation Services**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	07/01/2010	Telecom with Ian Peck regarding finalized revisions to be re-submitted to Doug Spelfogel for consideration; reviewed related transmittal.	0.40	\$170.00
DSF	07/02/2010	Three telecoms with Ian Peck regarding his conversations with Doug Spelfogel and proposed revisions to counter; reviewed revised language; follow-up regarding same.	0.70	297.50
DSF	07/06/2010	Telecom with Ian Peck regarding his follow-up with Steve Soll on counter to FDIC proposal.	0.20	85.00
DSF	07/14/2010	Reviewed detailed counter proposal from FDIC; compared to prior proposals/counter proposals; reviewed additional comparative analysis and suggestions from Doug Spelfogel; telecom with Ian Peck to discuss same.	0.90	382.50
DSF	07/15/2010	Email exchanges with Ian Peck and Doug Spelfogel regarding FDIC response and coordination for follow-up teleconference.	0.10	42.50
DSF	07/19/2010	Telecom with Ian Peck regarding planning for follow-up on FDIC counter proposal and upcoming teleconference related to same.	0.20	85.00
DSF	07/19/2010	Teleconference with Doug Spelfogel and Ian Peck to discuss FDIC counter proposal and possible response.	0.80	340.00
DSF	07/19/2010	Telecom with Ian Peck regarding follow-up to teleconference.	0.20	85.00
DSF	07/19/2010	Telecom with Ian Peck regarding results of teleconference with Steve Soll and Doug Spelfogel; discussed work plan going forward.	0.30	127.50
DSF	07/20/2010	Telecom with Ian Peck regarding his conversation with Steve Soll on settlement issues and hold-up on Pope Shamsie retention.	0.30	127.50
DSF	07/21/2010	Telecom with Ian Peck regarding his conversation with Steve Soll; reviewed related email and proposed wording change.	0.30	127.50
DSF	07/21/2010	Reviewed revised draft mark-up of proposed counter to last offer from FDIC; telecom with Ian Peck regarding same.	0.50	212.50
DSF	07/22/2010	Telecom with Ian Peck regarding follow-up on response to FDIC; set-up teleconference for July 23.	0.20	85.00
DSF	07/23/2010	Teleconference with Doug Spelfogel and Ian Peck regarding proposed response to the FDIC.	0.80	340.00
DSF	07/26/2010	Reviewed revised proposal and related email exchanges with Doug Spelfogel.	0.20	85.00
DSF	07/27/2010	Email exchanges with Ian Peck and Doug Spelfogel regarding status of response to FDIC counter.	0.10	42.50
DSF	07/28/2010	Telecom with Ian Peck regarding his follow-up on status of counter proposal.	0.20	85.00
DSF	08/02/2010	Telecom with Ian Peck regarding proposed counter to FDIC with Doug Spelfogel's input; reviewed draft of same; follow-up telecom with Ian Peck; reviewed related email exchanges.	0.60	255.00
DSF	08/02/2010	Telecom with Ian Peck regarding his follow-up conversation with Steve Soll concerning latest counter proposal.	0.20	85.00
DSF	08/04/2010	Telecom with Ian Peck regarding FDIC status.	0.20	85.00
DSF	08/04/2010	Gathered cash balance data as requested by Steve Soll; telecom with Ian Peck regarding same; also discussed his recent conversations with Steve Soll; reviewed related email exchanges.	0.40	170.00

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Litigation Services**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	08/05/2010	Telecom with Jason Rae regarding inquiry from FDIC concerning cash detail; reviewed multiple related email exchanges and additional summary data forwarded.	0.50	\$212.50
DSF	08/12/2010	Telecom with Ian Peck regarding status update on FDIC matter.	0.20	85.00
DSF	08/13/2010	Telecom with Ian Peck regarding his conversation with Steve Soll.	0.20	85.00
DSF	08/18/2010	Telecom with Ian Peck regarding update on FDIC exchanges.	0.20	85.00
DSF	08/26/2010	Exchanged messages with Ian Peck regarding status update on FDIC matter.	0.10	42.50
DSF	09/01/2010	Email exchanges with Ian Peck regarding FDIC status.	0.10	42.50
DSF	09/02/2010	Reviewed summary of decision against FDIC in Colonial Bank matter; follow-up with Ian Peck regarding same.	0.30	127.50
DSF	09/03/2010	Telecom with Ian Peck regarding Guaranty insurance matters including its suit against bank; also discussed how it impacts settlement discussions.	0.30	127.50
DSF	09/03/2010	Reviewed FDIC's response to latest settlement proposal; attempted follow-up with Ian Peck regarding same.	0.40	170.00
DSF	09/07/2010	Telecom with Ian Peck regarding FDIC response and planning for follow-up to same.	0.30	127.50
DSF	09/07/2010	Telecom with Ian Peck regarding his conversation with Doug Spelfogel on latest FDIC proposal; also discussed issues raised concerning Guaranty Insurance.	0.30	127.50
DSF	09/08/2010	Reviewed redline draft reflecting prior FDIC proposal (July 19) to current proposal from FDIC.	0.20	85.00
DSF	09/08/2010	Telecom with Ian Peck regarding his teleconference with Steve Soll and Doug Spelfogel and status of settlement discussions.	0.20	85.00
DSF	09/08/2010	Gathered data on accrued professional fees and forwarded same per counsel's request in negotiation process.	0.30	127.50
DSF	09/14/2010	Reviewed email from Doug Spelfogel regarding proposed counter to latest FDIC offer; follow-up with Ian Peck regarding same.	0.20	85.00
DSF	09/14/2010	Reviewed response from Wilmington Trust to most recent counter from FDIC; follow-up with Ian Peck regarding same.	0.20	85.00
DSF	09/15/2010	Telecom with Ian Peck regarding response from Doug Spelfogel and planning for follow-up with the FDIC.	0.30	127.50
DSF	09/15/2010	Telecom with Ian Peck regarding his follow-up conversation with Doug Spelfogel to clarify certain open issues on possible counter.	0.30	127.50
DSF	09/16/2010	Reviewed correspondence from Doug Spelfogel to Steve Soll regarding counter proposal; telecom with Ian Peck regarding same and planned follow-up.	0.50	212.50
DSF	09/20/2010	Telecom with Ian Peck regarding status of FDIC discussions; reviewed related email exchanges.	0.30	127.50
DSF	09/24/2010	Reviewed latest counter proposal from FDIC; discussed same with Ian Peck.	0.20	85.00
DSF	09/27/2010	Telecom with Ian Peck regarding follow-up with Doug Spelfogel on latest exchange with FDIC and planned response on certain minor issues.	0.20	85.00
DSF	09/28/2010	Email exchange with Ian Peck regarding follow-up on District Court Order concerning Joint Status Report due by September 30.	0.10	42.50

**Exhibit H**

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Litigation Services**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	09/29/2010	Email exchange with Ian Peck regarding only remaining open issue in FDIC negotiations.	0.10	\$42.50
<b>*Daily Log Total:</b>			<b>28.70</b>	<b>12,031.00</b>

**LAIN, FAULKNER & CO., P.C.**

**Guaranty Financial Group, Inc.**

**Summary Sheet - Court Hearing/Testimony**

**For the Period April 01, 2010 through September 30, 2010**

<b>Employee</b>	<b>Current Hours Billed</b>	<b>Hourly Rate</b>	<b>Total Amount</b>
Dennis Faulkner	7.10	425.00	\$ 3,017.50
<b>Total:</b>	<u>7.10</u>		<u>\$ 3,017.50</u>

**Exhibit I**

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.  
Court Hearing/Testimony**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	05/04/2010	Telecom with Ian Peck regarding planning for May 6 hearing and related coordination with Steve Soll and Doug Spelfogel.	0.30	\$127.50
DSF	05/05/2010	Telecom with Ian Peck regarding planning for May 6 hearing.	0.20	85.00
DSF	05/05/2010	Telecom with Ian Peck regarding follow-up to his teleconference with Steve Soll and Doug Spelfogel.	0.20	85.00
DSF	05/06/2010	Attended hearing; follow-up meeting with Ian Peck after same.	1.00	425.00
DSF	06/01/2010	Email exchange with Kim Morzak regarding setting for July hearing.	0.10	42.50
DSF	07/01/2010	Reviewed Notice of Agenda, Certificate of No Objection and the Witness and Exhibit List for July 6 hearing.	0.20	85.00
DSF	07/06/2010	Prepared for fee application hearing and possible testimony; reviewed outline for same received from Ian Peck; telecom with Ian Peck regarding same.	0.90	382.50
DSF	07/06/2010	Attended hearing; side meetings related to same.	1.00	425.00
DSF	07/30/2010	Reviewed Witness & Exhibit List for August 4 hearing; follow-up with Kim Morzak regarding same.	0.20	85.00
DSF	07/30/2010	Email exchange with Ian Peck regarding planning for August 4 hearing.	0.10	42.50
DSF	08/02/2010	Email exchanges with Ian Peck regarding planning for August 4 hearing; coordinated teleconference related to same; reviewed and revised draft of testimony proffer; follow-up with Autumn Highsmith regarding same.	0.50	212.50
DSF	08/02/2010	Teleconference with David Pope, Ian Peck and Autumn Highsmith regarding planning for August 4 hearing.	0.40	170.00
DSF	08/03/2010	Email exchanges with David Pope to coordinate pre-hearing meeting.	0.10	42.50
DSF	08/04/2010	Meeting with David Pope and Autumn Highsmith; prepared for and attended hearing on Pope Shamsie retention.	1.70	722.50
DSF	08/04/2010	Telecom with Ian Peck regarding results of hearing and follow-up discussion with David Pope.	0.20	85.00
<b>*Daily Log Total:</b>			<b>7.10</b>	<b>3,017.50</b>

**LAIN, FAULKNER & CO., P.C.**  
**Guaranty Financial Group, Inc.**  
**Summary Sheet - Accounting**

**For the Period April 01, 2010 through September 30, 2010**

<b>Employee</b>	<b>Current Hours Billed</b>	<b>Hourly Rate</b>	<b>Total Amount</b>
Dennis Faulkner	1.10	425.00	\$ 467.50
Keith Enger	0.40	390.00	\$ 156.00
Jason Rae	6.40	345.00	\$ 2,208.00
Aniza Rowe	2.40	240.00	\$ 576.00
Lori Tsuji	3.30	150.00	\$ 495.00
Erin Patterson	0.10	80.00	\$ 8.00
Melissa Brooks	0.60	80.00	\$ 48.00
<b>Total:</b>	<b>14.30</b>		<b>\$ 3,958.50</b>

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.  
Accounting**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	04/02/2010	Email exchanges with Lori Tsuji and Jason Rae regarding wire receipt.	0.10	\$42.50
JAR	04/07/2010	Follow up regarding invoices.	0.40	138.00
JAR	04/12/2010	Follow up regarding invoices.	0.70	241.50
JAR	04/13/2010	Follow up regarding summary of post-petition activity.	0.30	103.50
JAR	04/13/2010	Correspondence regarding accruals.	0.40	138.00
LAT	04/15/2010	Applied GL coding; prepared check; updated bankruptcy management banking system.	0.10	15.00
LAT	04/22/2010	Applied GL coding; prepared checks; updated bankruptcy management banking system.	0.30	45.00
JAR	04/29/2010	Follow up regarding open invoice.	0.10	34.50
LAT	05/04/2010	Applied GL coding; prepared check; updated bankruptcy management banking system.	0.10	15.00
MGB	05/17/2010	Updated cash account files with April bank statements and supporting documentation.	0.10	8.00
ARR	05/18/2010	Forwarded check requests to Lori Tsuji for May invoices.	0.20	48.00
JAR	05/18/2010	Follow up regarding monthly invoices.	0.40	138.00
GEF	05/19/2010	Applied GL coding; processed deposit; updated accounting in bankruptcy management banking system.	0.10	8.00
JAR	05/19/2010	Follow up regarding monthly service provider invoices.	0.30	103.50
LAT	05/20/2010	Applied GL coding; prepared checks; updated bankruptcy management banking system.	0.20	30.00
JAR	05/25/2010	Reviewed cash activity.	0.60	207.00
ARR	05/26/2010	Forwarded detail of invoices paid to Computershare to Jason Rae.	0.20	48.00
JAR	05/26/2010	Correspondence regarding monthly service provider invoices; telecom regarding same.	0.40	138.00
LAT	05/27/2010	Applied GL coding; prepared check; updated bankruptcy management banking system.	0.10	15.00
ARR	06/02/2010	Prepared detail listing of insurance refunds received; forwarded same to Autumn Highsmith.	0.40	96.00
LAT	06/08/2010	Applied GL coding; prepared check; updated bankruptcy management banking system.	0.10	15.00
ARR	06/09/2010	Forwarded monthly invoices to Lori Tsuji for payment.	0.10	24.00
LAT	06/10/2010	Applied GL coding; prepared check; updated bankruptcy management banking system.	0.10	15.00
LAT	06/16/2010	Applied GL coding; prepared checks; updated bankruptcy management banking system.	0.20	30.00
JAR	06/22/2010	Follow up regarding payables; reviewed open listing for same.	0.60	207.00
ARR	06/25/2010	Researched payment for general liability insurance renewal; corresponded with Chief Restructuring Officer regarding same.	0.30	72.00
ARR	06/28/2010	Forwarded Notice of Terrorism Insurance Coverage to Lesa May at Guaranty Insurance Services.	0.30	72.00
LAT	06/29/2010	Issued stop payment on check to Burns & Wilcox.	0.10	15.00
MGB	06/30/2010	Updated cash account files with May bank statements and supporting documentation.	0.30	24.00

**Exhibit J**

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Accounting**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
LAT	06/30/2010	Applied GL coding; prepared checks; updated bankruptcy management banking system.	0.30	\$45.00
DSF	07/13/2010	Email exchanges with Erik Howard (PCAOB) regarding 2010 PCAOB and FASB accounting support fee invoices; follow-up with Ian Peck regarding same; reviewed detailed attachments.	0.20	85.00
JAR	07/20/2010	Cash management support; correspondence regarding same.	0.70	241.50
ARR	07/21/2010	Reviewed various Bowne invoices to verify outstanding balance.	0.40	96.00
DSF	07/21/2010	Reviewed email on PCAOB and FASB fee assessments; email exchange with Ian Peck regarding same.	0.20	85.00
DSF	07/21/2010	Received Orders approving fees; processed same for payment.	0.30	127.50
LAT	07/22/2010	Applied GL coding; prepared checks; updated bankruptcy management banking system.	0.30	45.00
ARR	07/22/2010	Prepared check request for the week ending July 23, 2010 to Lori Tsuji.	0.20	48.00
DSF	07/22/2010	Telecom with Ian Peck regarding PCOAB/FASB fee issue.	0.10	42.50
LAT	07/23/2010	Applied GL coding; prepared checks; updated bankruptcy management banking system.	0.30	45.00
LAT	07/26/2010	Applied GL coding; prepared checks; updated bankruptcy management banking system.	0.20	30.00
ARR	07/26/2010	Reviewed invoices and correspondence received.	0.20	48.00
MGB	07/28/2010	Updated cash account files with June bank statements and supporting documentation.	0.20	16.00
LAT	08/02/2010	Re-printed void checks from each bank account for U S Trustee's office; discussed same with Aniza Rowe.	0.30	45.00
LAT	08/04/2010	Applied GL coding; prepared check; updated bankruptcy management banking system; telecom with David Pope of Pope, Shamsie & Dooley regarding tax identification number.	0.20	30.00
LAT	08/05/2010	Exported balance summary and transaction detail for period 4/1/10-8/5/10; e-mailed same to Jason Rae.	0.20	30.00
JAR	08/12/2010	Correspondence regarding monthly billings.	0.40	138.00
JAR	08/17/2010	Voicemail and telecom with Jennifer Folks of CSC regarding service; follow up correspondence regarding same.	0.70	241.50
JAR	08/19/2010	Follow up regarding requested information.	0.40	138.00
ARR	08/20/2010	Met with Keith Enger regarding invoice received from Pope Shamsie.	0.10	24.00
LAT	08/23/2010	Applied GL coding; prepared check; updated bankruptcy management banking system.	0.10	15.00
DKE	08/23/2010	Reviewed Motion and Order on Pope, Shamsie employment to determine proper procedure on invoice received.	0.40	156.00
DSF	08/23/2010	Meeting with Keith Enger regarding payment procedure for Pope Shamsie.	0.20	85.00
LAT	09/14/2010	Applied GL coding; prepared check; updated bankruptcy management banking system.	0.10	15.00
<b>*Daily Log Total:</b>			<b>14.30</b>	<b>3,958.50</b>



**LAIN, FAULKNER & CO., P.C.**

**Guaranty Financial Group, Inc.**

**Summary Sheet - Disclosure Stmt/Plan of Reorganization/Liq Analysis**

**For the Period April 01, 2010 through September 30, 2010**

<b>Employee</b>	<b>Current Hours Billed</b>	<b>Hourly Rate</b>	<b>Total Amount</b>
Dennis Faulkner	0.50	425.00	\$ 212.50
<b>Total:</b>	<b>0.50</b>		<b>\$ 212.50</b>

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Disclosure Stmt/Plan of Reorganization/Liq Analysis**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	06/14/2010	Telecom with Ian Peck regarding Exclusivity Extension; reviewed same; also discussed status of follow-up with Steve Soll.	0.40	\$170.00
DSF	06/14/2010	Reviewed email exchanges with counsel regarding Extension of Exclusivity.	0.10	42.50
<b>*Daily Log Total:</b>			<b>0.50</b>	<b>212.50</b>

**LAIN, FAULKNER & CO., P.C.****Guaranty Financial Group, Inc.****Summary Sheet - Report Preparation****For the Period April 01, 2010 through September 30, 2010**

<b>Employee</b>	<b>Current Hours Billed</b>	<b>Hourly Rate</b>	<b>Total Amount</b>
Dennis Faulkner	5.20	425.00	\$ 2,210.00
Keith Enger	0.60	390.00	\$ 234.00
Jason Rae	3.30	345.00	\$ 1,138.50
Aniza Rowe	15.90	240.00	\$ 3,816.00
Brandi Chambers	0.70	240.00	\$ 168.00
<b>Total:</b>	<b>25.70</b>		<b>\$ 7,566.50</b>

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.  
Report Preparation**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
ARR	04/06/2010	Prepared the Monthly Operating Reports for the month of March 2010.	0.10	\$24.00
ARR	04/08/2010	Prepared the Monthly Operating Reports for the month of March 2010.	1.50	360.00
ARR	04/12/2010	Prepared the Monthly Operating Reports for the month of March 2010.	0.30	72.00
JAR	04/12/2010	Reviewed and discussed reports and support.	1.20	414.00
ARR	04/13/2010	Finalized the Monthly Operating Reports for the month of March 2010.	0.40	96.00
DSF	04/13/2010	Reviewed and signed Monthly Operating Reports for all four entities; meeting with Aniza Rowe regarding issues related to same.	0.60	255.00
DSF	04/14/2010	Reviewed and signed Form 8-K (March Monthly Operating Reports); follow-up with Yuki Whitmire regarding same.	0.30	127.50
DKE	04/19/2010	Reviewed and signed Chapter 11 Quarterly Fee Statements for quarter ended March 31, 2010 for four Debtors.	0.40	156.00
BMR	04/19/2010	Prepared 1st quarter fee statement.	0.50	120.00
ARR	05/12/2010	Prepared the Monthly Operating Reports for the month of April 2010 for all Debtors.	2.90	696.00
ARR	05/14/2010	Finalized the Monthly Operating Reports for the month of April 2010.	0.30	72.00
JAR	05/14/2010	Reviewed reports and support schedules for same; staff direction regarding same.	0.80	276.00
JAR	05/17/2010	Final review of reports; discussed notes with staff.	0.70	241.50
ARR	05/18/2010	Finalized the Monthly Operating Reports for all Debtors for the month of April 2010.	0.30	72.00
DSF	05/18/2010	Reviewed Monthly Operating Report drafts; revised same; meeting with Aniza Rowe regarding same; finalized and signed same for filing.	0.70	297.50
ARR	05/19/2010	Forwarded the electronic copies of the Monthly Operating Reports for Kimberly Morzak.	0.20	48.00
ARR	06/07/2010	Prepared the Monthly Operating Reports for all debtors for May 2010.	2.40	576.00
ARR	06/09/2010	Prepared the Monthly Operating Report for the month of May 2010.	0.10	24.00
DSF	06/09/2010	Reviewed and signed Monthly Operating Reports for May; follow-up with Aniza Rowe regarding same.	0.50	212.50
JAR	06/09/2010	Reviewed reports and trial balance support; discussed with staff.	0.60	207.00
ARR	06/10/2010	Finalized the Monthly Operating Reports for the month of May 2010; forwarded same to Kim Morzak.	0.60	144.00
DSF	06/10/2010	Meeting with Aniza Rowe regarding timing for filing of Form 8-K; discussed follow-up related to same.	0.20	85.00
DSF	06/11/2010	Reviewed and signed Form 8-K; follow-up with David Heard regarding same.	0.30	127.50
ARR	06/15/2010	Corresponded with Jason Rae and Autumn Highsmith regarding general and administrative expenses reported on the May 2010 Monthly Operating Reports.	0.30	72.00
ARR	07/06/2010	Prepared the Monthly Operating Reports for all debtors for the month of June 2010.	1.80	432.00

**Exhibit L**

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Report Preparation**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
ARR	07/15/2010	Finalized and filed the Monthly Operating Reports; forwarded same to Kim Morzak.	0.40	\$96.00
DSF	07/15/2010	Reviewed and finalized Monthly Operating Reports for all four entities; follow-up with Aniza Rowe regarding same.	0.50	212.50
DSF	07/16/2010	Reviewed and signed Form 8-K; follow-up with David Heard regarding filing same.	0.30	127.50
BMR	07/20/2010	Prepared 2nd quarter US Trustee fee statements.	0.20	48.00
DKE	07/22/2010	Reviewed and signed June 2010 Chapter 11 Quarterly Fees Statements for Guaranty Financial Group, Guaranty Group Ventures, Guaranty Group Capital and Guaranty Holdings.	0.20	78.00
ARR	08/10/2010	Prepared the Monthly Operating Reports for the month of July 2010.	2.10	504.00
ARR	08/13/2010	Finalized and prepared for filing the Monthly Operating Reports for the month of July 2010.	0.40	96.00
DSF	08/13/2010	Reviewed July Monthly Operating Reports for all four entities; discussed same with Aniza Rowe; signed same for filing.	0.50	212.50
DSF	08/16/2010	Reviewed and signed 8-K reports; forwarded same to counsel for filing.	0.30	127.50
ARR	09/10/2010	Prepared the Monthly Operating Reports for the month of August 2010 for all Debtors.	0.90	216.00
ARR	09/13/2010	Prepared the Monthly Operating Reports for the month of August 2010.	0.30	72.00
ARR	09/15/2010	Prepared the Monthly Operating Report for the month of August 2010.	0.10	24.00
DSF	09/15/2010	Reviewed, revised and finalized Monthly Operating Reports for all four entities; meeting with Aniza Rowe regarding same.	0.70	297.50
ARR	09/16/2010	Forwarded the Monthly Operating Reports for the month of August 2010 to Kim Morzak.	0.30	72.00
ARR	09/17/2010	Forwarded executed signature page of Form 8K to Kim Morzak.	0.20	48.00
DSF	09/17/2010	Reviewed and signed Form 8-K for all four entities.	0.30	127.50
<b>*Daily Log Total:</b>			<b>25.70</b>	<b>7,566.50</b>

**LAIN, FAULKNER & CO., P.C.**

**Guaranty Financial Group, Inc.**

**Summary Sheet - Financial Analysis Services**

**For the Period April 01, 2010 through September 30, 2010**

<b>Employee</b>	<b>Current Hours Billed</b>	<b>Hourly Rate</b>	<b>Total Amount</b>
Dennis Faulkner	2.40	425.00	\$ 1,020.00
Jason Rae	53.50	345.00	\$ 18,457.50
<b>Total:</b>	<b>55.90</b>		<b>\$ 19,477.50</b>

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Financial Analysis Services**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
JAR	04/01/2010	Telecom with Ian Peck regarding research; reviewed files regarding same.	0.40	\$138.00
JAR	04/01/2010	Commenced review of historical ledger activity; reviewed data files for same.	3.20	1,104.00
JAR	04/02/2010	Continued research for historical activity.	1.70	586.50
DSF	04/06/2010	Telecom with Jason Rae regarding detail needed on cash account activity.	0.20	85.00
DSF	04/06/2010	Telecom with Jason Rae regarding response to cash detail request and tax refund issues.	0.30	127.50
DSF	04/06/2010	Teleconference with Jason Rae and Ian Peck (portion of call) related to history of funds flow in subsidiary entities and related inquiries.	0.70	297.50
JAR	04/06/2010	Continued research of historical cash activity.	2.40	828.00
JAR	04/06/2010	Telecom with CRO regarding entries; follow up research per request.	0.80	276.00
JAR	04/06/2010	Continued research; telecom with Ian Peck and CRO regarding historical sources.	0.70	241.50
JAR	04/06/2010	Continued research of historical cash activity.	1.80	621.00
JAR	04/07/2010	Continued research of historical support and entries; follow up regarding same.	3.40	1,173.00
JAR	04/07/2010	Continued research of historical support and entries; follow up regarding same.	1.80	621.00
JAR	04/08/2010	Continued research of historical support and entries; researched support for same.	3.30	1,138.50
JAR	04/14/2010	Continued research of historical activity.	2.70	931.50
DSF	04/15/2010	Telecom with Ian Peck regarding request from Wilmington Trust for certain data and revised travel logistics; worked with Jason Rae and Keith Enger on data requests.	0.80	340.00
DSF	04/15/2010	Teleconference with Ian Peck and Jason Rae regarding responses to data requests; reviewed documentation and forwarded applicable portions of same.	0.40	170.00
JAR	04/15/2010	Met with CRO regarding proceeds; telecom with CRO and Ian Peck regarding same; follow up review regarding same.	0.80	276.00
JAR	04/15/2010	Researched multiple ledgers and historical activity for multi-year time period.	3.40	1,173.00
JAR	04/15/2010	Continued research.	2.70	931.50
JAR	04/16/2010	Continued research for payment detail and supporting entries.	2.60	897.00
JAR	04/16/2010	Continued research.	2.20	759.00
JAR	04/16/2010	Follow up regarding archived data files.	0.40	138.00
JAR	04/19/2010	Reviewed archived data files; discussed same with staff.	0.40	138.00
JAR	04/19/2010	Researched historical activity.	0.80	276.00
JAR	04/21/2010	Follow up with Kim Morzak regarding data files; discussed same with staff.	0.20	69.00
JAR	04/22/2010	Researched historical entries and activity; telecom with CRO and Ian Peck regarding same; prepared correspondence and follow up regarding same.	3.40	1,173.00

**Exhibit M**

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Financial Analysis Services**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
JAR	04/23/2010	Responded to inquiries regarding reports; follow up regarding same.	1.40	\$483.00
JAR	04/23/2010	Researched historical documents and entries.	2.20	759.00
JAR	05/03/2010	Researched historical payment activity as requested; follow up regarding same.	2.80	966.00
JAR	06/01/2010	Researched historical payments; correspondence regarding same.	0.80	276.00
JAR	06/08/2010	Telecom with Ian Peck regarding intercompany; met with staff; prepared correspondence regarding same; reviewed same.	1.50	517.50
JAR	06/09/2010	Telecom with Ian Peck regarding compensation distributions; discussed with staff; reviewed report for same; prepared correspondence for same.	0.70	241.50
JAR	08/05/2010	Assisted Ian Peck with various support; prepared summary schedules regarding same; follow up and correspondence regarding same.	3.40	1,173.00
JAR	08/05/2010	Continued updates and revisions to schedules per request.	1.60	552.00
<b>*Daily Log Total:</b>			<b>55.90</b>	<b>19,477.50</b>



**LAIN, FAULKNER & CO., P.C.**

**Guaranty Financial Group, Inc.**

**Summary Sheet - Status Conferences/Meetings**

**For the Period April 01, 2010 through September 30, 2010**

<b>Employee</b>	<b>Current Hours Billed</b>	<b>Hourly Rate</b>	<b>Total Amount</b>
Dennis Faulkner	27.60	425.00	\$ 11,730.00
<b>Total:</b>	<b>27.60</b>		<b>\$ 11,730.00</b>

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Status Conferences/Meetings**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	04/05/2010	Telecom with Ian Peck regarding planning for Wilmington Trust meeting; reviewed Haynes and Boone memo and various documents in conjunction with same.	1.80	\$765.00
DSF	04/06/2010	Reviewed files; meetings with Ian Peck in preparation for Wilmington Trust meeting; reviewed claims report detail and Statement of Financial Affairs and Schedules details.	4.30	1,827.50
DSF	04/07/2010	Meeting with Ian Peck in preparation for Wilmington Trust meeting; meeting with Doug Spelfogel, Steve Cimalore, Derek Wright (via phone), Olya Petukhova and Ian Peck regarding case status, possible settlement proposal scenarios and planning for FDIC meeting; two telecoms with Jason Rae during course of same.	6.50	2,762.50
DSF	04/12/2010	Telecom with Ian Peck regarding follow-up meeting with Wilmington Trust representatives and planning for follow-up teleconference; also discussed planning for meeting with FDIC.	0.30	127.50
DSF	04/13/2010	Two telecoms with Ian Peck regarding problems with Dennis Early's (FDIC) attendance at meeting scheduled for April 16; worked with Ian Peck and Steve Soll regarding alternatives and rescheduling.	0.50	212.50
DSF	04/14/2010	Reviewed updated chart of assets to be used in upcoming settlement conference; worked on providing additional data needed to complete same; telecom with Ian Peck regarding same; also discussed planning for upcoming meeting and his conversation with Steve Soll related to same.	0.80	340.00
DSF	04/14/2010	Teleconference with Doug Spelfogel, Steve Cimalore, Derek Wright and Ian Peck regarding planning for April 20 settlement conference; follow-up telecom with Ian Peck regarding same.	0.80	340.00
DSF	04/14/2010	Email exchanges with parties regarding logistics for change in meeting schedule; revised arrangements; telecom with Ian Peck regarding same.	0.30	127.50
DSF	04/15/2010	Email exchanges with Ian Peck regarding revised travel arrangements due to schedule change by FDIC.	0.10	42.50
DSF	04/15/2010	Telecom with Ian Peck to work on draft form of Term Sheet; reviewed and revised same.	0.50	212.50
DSF	04/16/2010	Teleconference with Doug Spelfogel, Derek Wright, Olya Petukhova and Ian Peck regarding concepts for proposed Term Sheet to be provided by Wilmington Trust at April 20 settlement conference with the FDIC; follow-up telecom with Ian Peck regarding further planning for April 20.	1.50	637.50
DSF	04/19/2010	Meetings with Ian Peck regarding planning for April 19; prepared for same in transit.	3.70	1,572.50
DSF	04/20/2010	Meeting with Bob Albergotti and Ian Peck in preparation for settlement conference with parties; reviewed proposal from Wilmington Trust to be presented to the FDIC; meeting with Doug Spelfogel and Ian Peck regarding same; meeting with Steve Soll, Dennis Early, Pauline Yedreyeski, Doug Spelfogel, Steve Cimalore, Derek Wright, Olya Petukhova, Bob Albergotti and Ian Peck regarding settlement discussions; follow-up meetings with various individuals following same.	6.50	2,762.50
<b>*Daily Log Total:</b>			<b>27.60</b>	<b>11,730.00</b>

**LAIN, FAULKNER & CO., P.C.****Guaranty Financial Group, Inc.****Summary Sheet - Employment/Fee Application****For the Period April 01, 2010 through September 30, 2010**

<b>Employee</b>	<b>Current Hours Billed</b>	<b>Hourly Rate</b>	<b>Total Amount</b>
Dennis Faulkner	8.90	425.00	\$ 3,782.50
Keith Enger	3.70	390.00	\$ 1,443.00
Aniza Rowe	7.70	240.00	\$ 1,848.00
Brandi Chambers	1.30	240.00	\$ 312.00
<b>Total:</b>	<b>21.60</b>		<b>\$ 7,385.50</b>

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Employment/Fee Application**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
ARR	04/14/2010	Prepared the Second Interim Fee Application through March 31, 2010.	1.30	\$312.00
BMR	04/14/2010	Reviewed 2nd interim fee application.	0.60	144.00
DSF	04/14/2010	Telecom with Ian Peck regarding status of Pope, Shamsie retention.	0.20	85.00
ARR	04/15/2010	Prepared the Second Interim Fee Application.	0.40	96.00
DSF	04/15/2010	Reviewed and revised Second Interim Fee Application; discussed same with Aniza Rowe.	0.50	212.50
DKE	04/16/2010	Revised portions of second fee application for Chief Restructuring Officer and Additional Personnel.	0.50	195.00
DKE	04/27/2010	Reviewed Application to Employ Pope Shamsie for IRS audit and 2009 tax return preparation.	0.40	156.00
DKE	04/27/2010	Telecom with CRO and counsel regarding revising motion and affidavit.	0.20	78.00
DKE	04/28/2010	Reviewed and revised application to employ Pope Shamsie as tax accountants for the Debtors.	1.00	390.00
DKE	04/28/2010	Transmitted revised application to David Pope for his review.	0.20	78.00
DSF	04/28/2010	Telecom with Ian Peck regarding follow-up on Pope Shamsie revised pleadings; discussed same with Keith Enger.	0.40	170.00
DSF	05/06/2010	Reviewed responsive email and attachments from David Pope regarding retention; discussed same with Keith Enger.	0.30	127.50
DSF	05/10/2010	Telecom with Ian Peck regarding question related to the Pope Shamsie application.	0.20	85.00
DSF	05/12/2010	Reviewed revised Pope Shamsie pleadings; follow-up with Ian Peck and Keith Enger regarding same; email exchanges with David Pope and Ian Peck regarding same.	0.50	212.50
DSF	05/13/2010	Telecom with Autumn Highsmith regarding status of fee application filings.	0.20	85.00
DSF	05/18/2010	Telecom with Ian Peck regarding status of Pope Shamsie issues and comments from the FDIC.	0.30	127.50
DSF	05/18/2010	Follow-up telecom with Ian Peck regarding his conversation with David Pope.	0.20	85.00
DSF	05/19/2010	Email exchanges with Ian Peck regarding Pope Shamsie.	0.10	42.50
DSF	05/19/2010	Reviewed revised Pope Shamsie documents.	0.20	85.00
DSF	05/25/2010	Email exchanges with Ian Peck regarding timing for filing of fee applications.	0.10	42.50
ARR	05/27/2010	Finalized the Second Interim Fee Application.	0.80	192.00
DSF	05/27/2010	Finalized Second Interim Fee Application; forwarded same to Haynes and Boone for review and filing.	0.80	340.00
DKE	06/02/2010	Reviewed engagement letter submitted by Pope, Shamsie.	0.50	195.00
DSF	06/02/2010	Reviewed additional comments from FDIC to Pope Shamsie documents; follow-up with Keith Enger and Ian Peck regarding same.	0.20	85.00
DSF	06/03/2010	Email exchange with Autumn Highsmith regarding additional change to Pope Shamsie documents requested by the FDIC.	0.10	42.50
DSF	06/16/2010	Email exchanges with Ian Peck regarding need to reschedule June 25 hearing to July 6.	0.10	42.50

**Exhibit O**

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Employment/Fee Application**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	06/29/2010	Reviewed Objections/Reservation of Rights filed by FDIC on fee applications set for July 6.	0.20	\$85.00
DSF	07/01/2010	Email exchange with Ian Peck regarding proposed table to accompany fee applications; follow-up with Janice Oden regarding preparation of same for Lain, Faulkner application.	0.20	85.00
DSF	07/06/2010	Telecom with Ian Peck regarding Pope Shamsie issues (attempted contacting David Pope in regard to same).	0.20	85.00
DSF	07/07/2010	Email exchanges with Ian Peck regarding Pope Shamsie retention issues; reviewed revised documents.	0.20	85.00
DSF	07/20/2010	Email exchanges with Ian Peck regarding timing of payment request made by Pope Shamsie and remaining FDIC issues to retention.	0.10	42.50
DSF	07/21/2010	Reviewed final form of Pope Shamsie documents to be filed and related email exchanges with FDIC counsel.	0.30	127.50
DSF	07/21/2010	Reviewed email from Jeff Cymbler regarding Pope Shamsie inquiry; follow-up with Ian Peck regarding same.	0.10	42.50
DSF	07/22/2010	Telecom with Ian Peck regarding finalizing Pope Shamsie employment pleadings; reviewed email exchanges with FDIC counsel regarding same.	0.30	127.50
DSF	07/23/2010	Executed Pope Shamsie engagement to allow for filing of employment application; follow-up with Kim Morzak regarding same.	0.20	85.00
DSF	07/23/2010	Reviewed email from George McElreath regarding concerns on Pope Shamsie Application to Employ; follow-up with Ian Peck regarding same.	0.20	85.00
DSF	07/23/2010	Email exchange regarding Judge's approval of expedited hearing request on Pope Shamsie matter; confirmed August 4th date.	0.10	42.50
DSF	07/26/2010	Email exchanges with Ian Peck regarding inquiry by U.S. Trustee's office on Pope Shamsie retention; coordinated teleconference.	0.20	85.00
DSF	07/26/2010	Teleconference with George McElreath and Ian Peck regarding Pope Shamsie retention issues.	0.30	127.50
DSF	08/04/2010	Reviewed and executed Pope Shamsie engagement letter and power of attorney; initiated payment of initial fee installment.	0.30	127.50
DSF	08/04/2010	Telecom with Ian Peck regarding follow-up on Pope Shamsie retention documents and payment.	0.10	42.50
DSF	08/13/2010	Reviewed entered Order on Pope Shamsie retention.	0.10	42.50
ARR	09/10/2010	Prepared the Third Interim Fee Application.	2.70	648.00
ARR	09/13/2010	Prepared the Third Interim Fee Application.	0.90	216.00
DSF	09/17/2010	Reviewed and revised fee application draft; meetings with Aniza Rowe regarding same.	0.80	340.00
ARR	09/20/2010	Prepared the Third Interim Fee Application.	0.80	192.00
ARR	09/22/2010	Prepared the Third Interim Fee Application.	0.60	144.00
DKE	09/22/2010	Drafted portion of Lain, Faulkner fee application.	0.90	351.00
DSF	09/22/2010	Additional work on fee application draft; meeting with Keith Enger and Aniza Rowe regarding same.	0.60	255.00
ARR	09/23/2010	Finalized the Third Interim Fee Application.	0.20	48.00
BMR	09/23/2010	Reviewed 3rd interim fee application.	0.70	168.00

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Employment/Fee Application**

<u>Emp</u>	<u>Date</u>	<u>Description</u>	<u>TimeCard Hours</u>	<u>TimeCard Amount</u>
		*Daily Log Total:	<u>21.60</u>	<u>7,385.50</u>

**LAIN, FAULKNER & CO., P.C.**  
**Guaranty Financial Group, Inc.**  
**Summary Sheet - Document Management**  
**For the Period April 01, 2010 through September 30, 2010**

<b>Employee</b>	<b>Current Hours Billed</b>	<b>Hourly Rate</b>	<b>Total Amount</b>
Aniza Rowe	3.50	240.00	\$ 840.00
Cristin Daniel	1.40	225.00	\$ 315.00
<b>Total:</b>	<b>4.90</b>		<b>\$ 1,155.00</b>

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Document Management**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
ARR	04/13/2010	Reviewed mail received; forwarded mail to Guaranty Bank.	0.60	\$144.00
CLR	04/22/2010	Prepared index of boxes received from Debtor; moved to basement.	1.40	315.00
ARR	06/01/2010	Reviewed and organized court documents and correspondence received for the Chief Restructuring Officer.	2.10	504.00
ARR	06/02/2010	Met with the Chief Restructuring Officer regarding court document and correspondence files.	0.30	72.00
ARR	06/08/2010	Telecom with US Postal Service Consumer Affairs regarding mail delivery.	0.30	72.00
ARR	08/23/2010	Reviewed various court documents received.	0.20	48.00
<b>*Daily Log Total:</b>			<b>4.90</b>	<b>1,155.00</b>



**LAIN, FAULKNER & CO., P.C.**  
**Guaranty Financial Group, Inc.**  
**Summary Sheet - Travel Time**

**For the Period April 01, 2010 through September 30, 2010**

<b>Employee</b>	<b>Current Hours Billed</b>	<b>Hourly Rate</b>	<b>Total Amount</b>
Dennis Faulkner	18.30	212.50	\$ 3,888.75
<b>Total:</b>	<b>18.30</b>		<b>\$ 3,888.75</b>

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Travel Time**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	04/06/2010	Travel time to New York (non-working portion).	2.40	\$510.00
DSF	04/07/2010	Return travel to Dallas (including mechanical delay).	7.40	1,572.50
DSF	04/19/2010	Non-working travel and wait time to New York.	3.00	637.50
DSF	04/20/2010	Return travel and wait time to DFW.	5.50	1,168.75
<b>*Daily Log Total:</b>			<b>18.30</b>	<b>3,888.75</b>

**LAIN, FAULKNER & CO., P.C.**  
**Guaranty Financial Group, Inc.**  
**Summary Sheet - Tax Services**

**For the Period April 01, 2010 through September 30, 2010**

<b>Employee</b>	<b>Current Hours Billed</b>	<b>Hourly Rate</b>	<b>Total Amount</b>
Dennis Faulkner	6.10	425.00	\$ 2,592.50
Keith Enger	12.70	390.00	\$ 4,953.00
Aniza Rowe	0.80	240.00	\$ 192.00
Connie Ingersoll	2.80	240.00	\$ 672.00
<b>Total:</b>	<b>22.40</b>		<b>\$ 8,409.50</b>

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Tax Services**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DKE	04/01/2010	Telecom from Ian Peck regarding Temple-Inland Financial Services Master Trust.	0.20	\$78.00
DSF	04/16/2010	Reviewed response from David Pope regarding refund allocation inquiry; forwarded same to Ian Peck.	0.10	42.50
DKE	04/27/2010	Drafted letter to State of Illinois in response to levy notice.	0.50	195.00
DSF	05/03/2010	Telecom with Ian Peck regarding Guaranty Insurance's request for specific tax allocation.	0.20	85.00
DSF	05/03/2010	Meeting with Keith Enger regarding tax allocation issue raised by Guaranty Insurance; reviewed summary data related to same; follow-up with Ian Peck.	0.40	170.00
DKE	05/03/2010	Reviewed 2009 combined Texas franchise tax return for Guaranty Financial Group, Inc. and affiliates in response to questions from counsel regarding Guaranty Insurance.	0.40	156.00
DKE	05/03/2010	Prepared worksheet to allocate tax liability based upon Texas receipts reflected on report.	2.20	858.00
DKE	05/03/2010	Transmitted same to counsel via email with explanation.	0.50	195.00
DKE	05/03/2010	Met with Lori Lowderman regarding proof of claim question.	0.20	78.00
DKE	05/03/2010	Traded emails with counsel on allocating Texas Franchise tax liability.	0.40	156.00
DKE	05/03/2010	Met with Jason Rae to determine possible allocation of estimated payment.	0.20	78.00
DSF	05/11/2010	Email exchanges with Keith Enger and Ian Peck regarding plans for extending Franchise Tax filing.	0.10	42.50
CKI	05/17/2010	Drafted correspondence to accompany Texas Franchise Tax Extension Form 05-164 and 05-165; remitted reports to the State of Texas by certified mail.	1.80	432.00
DKE	05/17/2010	Obtained, processed and filed 2010 Texas franchise tax return.	0.40	156.00
DSF	05/17/2010	Reviewed and signed extension request for 2010 franchise tax report; discussed same with Keith Enger.	0.20	85.00
ARR	07/07/2010	Reviewed the files received for information regarding Form W-2 reported for the year ended 2009.	0.40	96.00
DKE	07/09/2010	Replied to email from Kim Morzak regarding locating Form W-2 for employee.	0.20	78.00
ARR	07/13/2010	Downloaded trial balances for all Debtors from QuickBooks; forwarded same to Keith Enger.	0.40	96.00
DKE	07/13/2010	Sent email to David Pope transmitting general ledger information for the preparation of the consolidated 2009 income tax return.	0.30	117.00
DSF	07/20/2010	Meeting with Keith Enger regarding five year carryback for bankruptcy entities and conflict with Temple-Inland Agreement.	0.30	127.50
DKE	07/26/2010	Sent email to David Pope regarding 2009 Form 5500 for Guaranty Financial.	0.30	117.00
DKE	07/28/2010	Transmitted Texas franchise tax notice to David Pope.	0.30	117.00
DSF	07/28/2010	Monitored email exchanges between David Pope and Nancy Appleby (FDIC) regarding production of data needed for 2009 tax return preparation.	0.20	85.00
DKE	07/29/2010	Traded emails with Nancy Appleby to ensure the handling and filing of the required Form 5500.	0.40	156.00

**Exhibit R**

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Tax Services**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	08/04/2010	Meeting with Keith Enger regarding discussions with David Pope and IRS audit issues.	0.30	\$127.50
DSF	08/06/2010	Email exchanges with David Pope and Keith Enger regarding update on tax matters.	0.10	42.50
DSF	08/16/2010	Email exchange with David Pope and Keith Enger regarding status of IRS discussions.	0.10	42.50
DKE	08/18/2010	Sent email to counsel requesting historical write-up to present to IRS for audit.	0.20	78.00
DSF	08/18/2010	Email exchanges with David Pope, Ian Peck and Keith Enger regarding ongoing communications with IRS.	0.10	42.50
CKI	08/26/2010	Searched certified receipts and tax files for Texas Franchise Tax forms previously filed for Report year 2008.	1.00	240.00
DKE	08/30/2010	Transmitted Texas franchise extension and certified mailing receipt to David Pope.	0.20	78.00
DSF	09/02/2010	Reviewed numerous emails regarding tax return preparation issues; meeting with Keith Enger regarding issues raised; reviewed FDIC response on AFG inquiries; also discussed progress towards 9/15 filing deadline.	0.50	212.50
DKE	09/07/2010	Printed portions of income tax return relating to Debtor entities for review.	1.00	390.00
DSF	09/07/2010	Responded to David Pope's request for consent to release certain tax information to counsel.	0.10	42.50
DSF	09/07/2010	Email exchanges with David Pope regarding status of returns due by September 15; meeting with Keith Enger regarding same.	0.30	127.50
DSF	09/09/2010	Email exchanges with David Pope and Ian Peck regarding tax return matters; follow-up with Keith Enger regarding same.	0.20	85.00
DSF	09/10/2010	Email exchange with David Pope regarding FDIC sign-off on tax returns; follow-up with Keith Enger regarding same.	0.30	127.50
DKE	09/13/2010	Reviewed state income tax returns received from David Pope.	0.80	312.00
DKE	09/13/2010	Prepared federal and Massachusetts return for signature.	0.50	195.00
DKE	09/14/2010	Telecom with David Pope regarding tax return filings.	0.20	78.00
DKE	09/14/2010	Teleconference with David Pope, Dennis Faulkner and Ian Peck to coordinate tax filings.	0.30	117.00
DKE	09/14/2010	Transmitted signature pages to David Pope.	0.30	117.00
DKE	09/14/2010	Sent email to Leo Carey regarding the filing of 2009 Form 1120 and anticipated filing of Form 1139.	0.30	117.00
DSF	09/14/2010	Teleconference with Ian Peck and Keith Enger regarding issues related to finalizing and filing returns; follow-up meeting with Keith Enger regarding same; reviewed and signed Form 1120 for 2009 (8879c for electronic filing) and Massachusetts Form 3550 (M-8453c for electronic filing).	0.80	340.00
DSF	09/14/2010	Reviewed email exchanges between David Pope and Nancy Appleby (FDIC) regarding portion of tax filings to be executed by FDIC.	0.10	42.50
DSF	09/14/2010	Teleconference with David Pope, Ian Peck and Keith Enger regarding status of filings of both federal and state returns; also discussed remaining state filings due in October and ongoing exchanges with IRS concerning audit.	0.30	127.50

**Exhibit R**

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Tax Services**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
DSF	09/15/2010	Meeting with Keith Enger regarding his follow-up with Leo Carey (IRS) concerning filing of tax returns and related status of tax audit and IRS claim.	0.20	\$85.00
DSF	09/15/2010	Reviewed confirmation received confirming filing of Form 1120.	0.10	42.50
DSF	09/16/2010	Reviewed proof of acceptance for Massachusetts return.	0.10	42.50
DSF	09/16/2010	Reviewed Application for Tentative Refund based on additional loss carryback (Form 1139); reviewed email exchange concerning plans for follow-up on IRS audit being unnecessary.	0.20	85.00
DSF	09/17/2010	Reviewed and signed Request for Additional Refund and Power of Attorney needed for same; meeting with Tom Gingerich regarding same.	0.40	170.00
DKE	09/24/2010	Traded emails with David Pope regarding Teas franchise tax extension.	0.30	117.00
DKE	09/24/2010	Telecom with David Pope regarding same.	0.20	78.00
DKE	09/24/2010	Sent email to Dennis Faulkner with findings.	0.20	78.00
DSF	09/24/2010	Email exchanges with Keith Enger regarding 2010 Texas Franchise Tax extension request issues.	0.10	42.50
DSF	09/27/2010	Reviewed email and related attachments from David Pope regarding state returns; follow-up with Keith Enger regarding same.	0.30	127.50
DKE	09/28/2010	Reviewed state income tax returns received from Pope Shamsie.	1.50	585.00
DKE	09/30/2010	Responded to email from David pope regarding state income tax returns due 10/15/10.	0.20	78.00
<b>*Daily Log Total:</b>			<b>22.40</b>	<b>8,409.50</b>

**LAIN, FAULKNER & CO., P.C.**  
**Guaranty Financial Group, Inc.**  
**Summary Sheet - Client Time Not Billed**  
**For the Period April 01, 2010 through September 30, 2010**

<b>Employee</b>	<b>Current Hours Billed</b>	<b>Hourly Rate</b>	<b>Total Amount</b>
Dennis Faulkner	1.80	0.00	\$ 0.00
Marilyn Sampson	5.30	0.00	\$ 0.00
<b>Total:</b>	<b>7.10</b>		<b>\$ 0.00</b>

**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Client Time Not Billed**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
MES	04/05/2010	Retrieved PACER docket and case document; reviewed claims registers regarding recently filed documents.	0.30	\$0.00
MES	04/12/2010	Retrieved PACER docket and reviewed claims registers regarding recently filed documents.	0.20	0.00
MES	04/19/2010	Retrieved PACER docket and reviewed claim registers.	0.20	0.00
DSF	04/19/2010	Reviewed memorandum from Kendra Mayer regarding negative issues related to conversion of case as opposed to consensual Plan; discussed same further with Ian peck.	0.30	0.00
MES	04/26/2010	Reviewed PACER docket and claims registers regarding recently filed documents.	0.10	0.00
MES	05/03/2010	Retrieved PACER docket; reviewed PACER claims registers.	0.30	0.00
MES	05/10/2010	Reviewed PACER docket and claims registers regarding recently filed documents.	0.20	0.00
MES	05/17/2010	Retrieved PACER docket and case documents; reviewed claims registers regarding recently filed documents.	0.40	0.00
MES	05/24/2010	Retrieved PACER docket and reviewed PACER claims registers regarding recently filed documents.	0.20	0.00
MES	06/01/2010	Retrieved PACER docket; reviewed claims registers regarding recently filed documents.	0.20	0.00
DSF	06/02/2010	File update (non-billed).	0.90	0.00
MES	06/07/2010	Retrieved PACER docket; reviewed claims registers.	0.20	0.00
MES	06/14/2010	Retrieved PACER docket and case document; reviewed PACER claim registers regarding recently filed documents.	0.20	0.00
MES	06/21/2010	Retrieved PACER docket and reviewed claims registers	0.20	0.00
MES	06/28/2010	Retrieved PACER docket and case documents; reviewed PACER claims register regarding recently filed documents.	0.20	0.00
MES	07/06/2010	Retrieved PACER docket; reviewed PACER claims register regarding recently filed documents.	0.20	0.00
MES	07/12/2010	Reviewed PACER docket and claims registers regarding recently filed documents.	0.20	0.00
MES	07/19/2010	Reviewed PACER docket and claims registers regarding recently filed documents.	0.20	0.00
MES	07/26/2010	Retrieved/reviewed PACER docket and claims registers regarding recently filed documents.	0.20	0.00
DSF	07/26/2010	File update (non-billed).	0.60	0.00
MES	08/02/2010	Retrieved PACER docket and reviewed claims registers regarding all entities.	0.20	0.00
MES	08/09/2010	Reviewed PACER docket/claims registers regarding recently filed documents.	0.20	0.00
MES	08/17/2010	Retrieved PACER docket and reviewed claims register regarding recently filed documents.	0.20	0.00
MES	08/23/2010	Retrieved PACER docket; reviewed claims register regarding recently filed documents.	0.20	0.00
MES	08/30/2010	Reveiwed PACER docket and claims registers regarding recently filed documents.	0.20	0.00
MES	09/13/2010	Reviewed PACER docket and claims register regarding recently filed documents.	0.20	0.00

**Exhibit S**



**LAIN, FAULKNER & CO., P.C.**

**DAILY LOG**

**April 01, 2010 THRU September 30, 2010**

**For Services Rendered**

**Guaranty Financial Group, Inc.**

**Client Time Not Billed**

<b>Emp</b>	<b>Date</b>	<b>Description</b>	<b>TimeCard Hours</b>	<b>TimeCard Amount</b>
MES	09/20/2010	Reviewed PACER docket and claims register regarding recently filed documents.	0.20	\$0.00
MES	09/27/2010	Retrieved PACER docket report; reviewed claims registers regarding recently filed documents.	0.20	0.00
<b>*Daily Log Total:</b>			<b>7.10</b>	<b>0.00</b>

**LAIN, FAULKNER & CO., P.C.**  
**Guaranty Financial Group, Inc.**  
**Summary Sheet - Expenses Incurred**

**For the Period April 01, 2010 through September 30, 2010**

<b>Expense Item</b>	<b>Rate</b>	<b>Total</b>
Copies (in-house)	\$0.20 per page	\$ 65.60
Courier Service	At Cost	\$ 86.46
Lodging	At Cost	\$ 643.33
Meals	At Cost	\$ 443.84
Other	At Cost	\$ 61.36
Parking & Tolls	At Cost	\$ 75.00
Postage/Overnight Delivery	At Cost	\$ 142.09
Telephone	At Cost	\$ 25.37
Transportation	Cost and/or IRS Pub. 535 mileage rate	\$ 3,415.20
		<b>\$ 4,958.25</b>

Copies (in-house) and telecopies are billed at \$0.20 per page. Transportation is currently billed at \$0.500 per mile. All other expenses requested are billed at cost. All requested expenses are necessary, reasonable, economical and customarily charged to non-bankruptcy clients of Applicant.

**LAIN, FAULKNER & CO., P.C.**  
**DAILY TIME & EXPENSE REGISTER**  
**04/01/2010 THRU 09/30/2010**  
**Detail of Expenses**

<u>Client Id</u>	<u>Date</u>	<u>Employee</u>	<u>Svc</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>TimeCard Description</u>
GF1062	04/01/2010	LFC50	68	*** Expense ***		41.92	Pacer (01/10/10 - 03/31/10)
GF1062	04/01/2010	LFC50	68	*** Expense ***		3.12	Pacer (01/10/10 - 03/31/10)
GF1062	04/05/2010	DSF02	64	*** Expense ***		150.00	American Airlines - ticket change
GF1062	04/06/2010	DSF02	63	*** Expense ***		175.00	Del Frisco's - New York - dinner with Ian Peck
GF1062	04/06/2010	DSF02	64	*** Expense ***		35.00	New York Taxis - New York - taxi from airport to hotel (Dennis Faulkner and Ian Peck)
GF1062	04/07/2010	DSF02	60	*** Expense ***		312.17	The Muse Hotel - New York - lodging
GF1062	04/07/2010	DSF02	63	*** Expense ***		63.26	Nios Restaurant - New York - breakfast with Ian Peck
GF1062	04/07/2010	DSF02	63	*** Expense ***		28.33	Laguardia Airport - dinner with Ian Peck
GF1062	04/07/2010	DSF02	64	*** Expense ***		818.40	American Airlines - DFW/New York and return
GF1062	04/08/2010	DSF02	66	*** Expense ***		34.00	DFW Airport - parking (4/6-4/8)
GF1062	04/10/2010	LFC50	61	*** Expense ***		0.74	MITEL NetSolutions long distance for March
GF1062	04/18/2010	DSF02	64	*** Expense ***		255.40	American Airlines - DFW/New York and return (flight cancelled due to late notice of meeting schedule change from Dennis Early, FDIC)
GF1062	04/19/2010	DSF02	64	*** Expense ***		38.00	New York - taxi from airport to hotel (Dennis Faulkner and Ian Peck)
GF1062	04/20/2010	DSF02	60	*** Expense ***		331.16	Manhattan at Time Square - New York - lodging
GF1062	04/20/2010	DSF02	63	*** Expense ***		177.25	The Capital Grille - New York - dinner with Ian Peck
GF1062	04/20/2010	DSF02	64	*** Expense ***		1,988.40	American Airlines - DFW/New York and return (flight changed to AA791 - 4/20)
GF1062	04/20/2010	DSF02	64	*** Expense ***		130.00	American Airlines - flight change fee (4/21 to 4/20)
GF1062	04/20/2010	DSF02	66	*** Expense ***		5.00	New York - valet - bag storage
GF1062	04/20/2010	DSF02	66	*** Expense ***		34.00	DFW Airport - parking
GF1062	04/21/2010	LFC50	75	*** Expense ***		16.59	Special Delivery courier to Haynes and Boone, LLP
GF1062	04/30/2010	LFC50	74	*** Expense ***		0.88	Postage for April
GF1062	05/10/2010	LFC50	61	*** Expense ***		16.34	MITEL NetSolutions long distance for April
GF1062	05/20/2010	LFC50	74	*** Expense ***		19.92	FedEx delivery to Jason Rae from Keystate Corp. Management, Inc. on 4/22/10
GF1062	05/20/2010	LFC50	74	*** Expense ***		19.92	FedEx delivery to Jason Rae from Keystate Corp. Management, Inc. on 4/22/10
GF1062	05/20/2010	LFC50	74	*** Expense ***		19.92	FedEx delivery to Jason Rae from Keystate Corp. Management, Inc. on 4/22/10

**LAIN, FAULKNER & CO., P.C.**  
**DAILY TIME & EXPENSE REGISTER**  
**04/01/2010 THRU 09/30/2010**  
**Detail of Expenses**

<u>Client Id</u>	<u>Date</u>	<u>Employee</u>	<u>Svc</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>TimeCard Description</u>
GF1062	05/20/2010	LFC50	74	*** Expense ***		19.92	FedEx delivery to Jason Rae from Keystone Corp. Management, Inc. on 4/22/10
GF1062	05/31/2010	LFC50	69	*** Expense ***		11.60	58 copies made in May
GF1062	05/31/2010	LFC50	74	*** Expense ***		10.32	Postage for May
GF1062	06/10/2010	LFC50	61	*** Expense ***		0.47	MITEL NetSolutions long distance for May
GF1062	06/11/2010	LFC50	75	*** Expense ***		19.48	Texmaster Express courier service to Haynes & Boone on 6/7/2010
GF1062	06/30/2010	LFC50	69	*** Expense ***		12.40	62 copies made in June
GF1062	06/30/2010	LFC50	74	*** Expense ***		4.61	Postage for June
GF1062	07/01/2010	LFC50	68	*** Expense ***		16.32	PACER (04/01/10 - 06/30/10)
GF1062	07/10/2010	LFC50	61	*** Expense ***		1.79	MITEL NetSolutions long distance for June
GF1062	07/15/2010	LFC50	74	*** Expense ***		15.99	FedEx delivery to Guaranty Insurance Services on 7/1/2010
GF1062	07/24/2010	LFC50	75	*** Expense ***		16.59	Special Delivery courier to Haynes and Boone, LLP on July 22, 2010
GF1062	07/31/2010	LFC50	69	*** Expense ***		12.80	64 copies made in July
GF1062	07/31/2010	LFC50	74	*** Expense ***		6.10	Postage for July
GF1062	08/01/2010	DSF02	66	*** Expense ***		2.00	Courthouse - parking (7/6/10)
GF1062	08/01/2010	LFC50	75	*** Expense ***		9.40	Special Delivery courier to the US Trustee on 8/3/2010
GF1062	08/10/2010	LFC50	61	*** Expense ***		3.84	MITEL NetSolutions long distance for July
GF1062	08/19/2010	LFC50	74	*** Expense ***		16.54	FedEx delivery to Kendra Rust of the Office of the US Trustee on 8/3/2010
GF1062	08/31/2010	LFC50	69	*** Expense ***		18.80	94 copies for August
GF1062	08/31/2010	LFC50	74	*** Expense ***		5.12	Postage for August
GF1062	09/10/2010	LFC50	61	*** Expense ***		2.19	MITEL NetSolutions long distance for August
GF1062	09/25/2010	LFC50	75	*** Expense ***		24.40	Special Delivery courier to FDIC, as receiver for Guaranty on 9/20/2010
GF1062	09/30/2010	LFC50	69	*** Expense ***		10.00	50 copies made in September
GF1062	09/30/2010	LFC50	74	*** Expense ***		2.85	Postage for September
<b>*Client Expenses</b>						<b>\$4,958.25</b>	
<b>**Register Expenses</b>						<b>\$4,958.25</b>	

**CERTIFICATION**

THE STATE OF TEXAS §  
§  
COUNTY OF DALLAS §

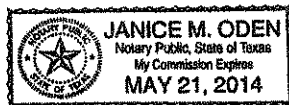
I, Dennis S. Faulkner, hereby certify that I have read the foregoing Application and that to the best of my knowledge, information, and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is in conformity with the guidelines for compensation and expense reimbursement of professionals adopted in the United States Bankruptcy Court for the Northern District of Texas. Furthermore, this Application has been provided to the Trustee for review. The compensation and expense reimbursement requested in this Application are billed at rates, in accordance with practices, no less favorable than those customarily employed by our firm and generally accepted by our clients.


  
Dennis S. Faulkner

**SUBSCRIBED AND SWORN TO BEFORE ME** on this 25th day of  
October 2010 to certify which witness my hand and seal of office.

My Commission Expires:

5/21/2014



  
Notary Public, State of Texas

Janice M. Oden  
Printed Name of Notary

EXHIBIT U